

HIBBETT SPORTS INC  
Form DEF 14A  
April 25, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant (  )  
Filed by a party other than the Registrant (  )

Check the appropriate box:  
(  ) Preliminary Proxy Statement  
(  ) Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
(  ) Definitive Proxy Statement  
(  ) Definitive Additional Materials  
(  ) Soliciting Material Pursuant to §240.14a-12

HIBBETT SPORTS, INC.  
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):  
(  ) No fee required.  
(  ) Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(1) Amount Previously Paid:

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(4) Date Filed:

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HIBBETT SPORTS, INC.  
451 Industrial Lane  
Birmingham, Alabama 35211

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

You are invited to attend the Annual Meeting of Stockholders of Hibbett Sports, Inc. that will be held at the principal executive offices of Hibbett Sports, Inc., 451 Industrial Lane, Birmingham, Alabama 35211, on Thursday, May 30, 2013, at 11:00 A.M., local time for the following purposes:

- Election of three (3) Class II Directors, Carl Kirkland, Michael J. Newsome and Thomas A. Saunders III, each for a three-year term expiring in 2016;
- Ratification of the selection by the Audit Committee of the Board of Directors of KPMG LLP as the Company's independent registered public accounting firm for Fiscal 2014;
- Approval, by non-binding advisory vote, of the compensation of our named executive officers; and
- Transaction of any other business properly brought before the meeting and any adjournments of the meeting.

Information concerning these and other matters is contained in the accompanying Proxy Statement.

The Board of Directors has fixed the close of business on April 2, 2013 as the record date for the determination of stockholders who will be entitled to notice of and to vote at the meeting.

Whether or not you plan to attend the meeting, we encourage you to vote as promptly as possible by the internet or by telephone. If you request a printed copy of the proxy materials, you may complete and return by mail the proxy or voting instruction card you will receive in response to your request, or you can vote by the internet or by telephone. If you attend the meeting and wish to change your vote, you can do so by voting in person at the meeting.

By Order of the Board of Directors,

/s/ Elaine V. Rodgers  
Elaine V. Rodgers  
Secretary

April 25, 2013  
Birmingham, Alabama

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 30, 2013

The Company's Proxy Statement and Annual Report to stockholders for the fiscal year

ended February 2, 2013 are available at [www.hibbett.com](http://www.hibbett.com) under "Investor Relations".

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PROXY STATEMENT

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HIBBETT SPORTS, INC.  
451 Industrial Lane  
Birmingham, Alabama 35211

PROXY STATEMENT  
ANNUAL MEETING OF STOCKHOLDERS  
May 30, 2013

## GENERAL INFORMATION ABOUT THESE MATERIALS

This Proxy Statement is being mailed together with our Annual Report on Form 10-K to stockholders for the fiscal year ended February 2, 2013, as filed with the Securities and Exchange Commission (SEC). These materials, along with our Notice of Annual Meeting, will be mailed to our stockholders of record on or about April 25, 2013. The exhibits for the Form 10-K will be furnished upon request and payment of the cost of reproduction. Such written request should be directed to Investor Relations, 451 Industrial Lane, Birmingham, Alabama 35211. Our SEC filings are also available on our website at [www.hibbett.com](http://www.hibbett.com) under the heading "Investor Relations."

### Introductory Note

References to "we", "our", "us" and the "Company" used throughout this document refer to Hibbett Sports, Inc. and its subsidiaries as well as its predecessors. Unless specifically indicated otherwise, any reference to the following years or fiscal years relates to:

Year	Related Fiscal Year End	Weeks in Fiscal Period
2014 or Fiscal 2014	February 1, 2014	52
2013 or Fiscal 2013	February 2, 2013	53
2012 or Fiscal 2012	January 28, 2012	52
2011 or Fiscal 2011	January 29, 2011	52

### How to Vote

Most stockholders have a choice of voting on the Internet, by telephone, or by mail using a traditional proxy card. Please refer to the proxy card or other voting instructions included with these proxy materials for information on the voting methods available to you. If you vote by telephone or on the Internet, you do not need to return your proxy card.

### Reduce Printing and Mailing Costs

If you share the same last name with other stockholders living in your household, you may receive only one copy of our Proxy Statement and 2013 Annual Report. Please see the response to the question "What is "householding" and how does it affect me?" for more information on this stockholder program.

Stockholders may help us to reduce printing and mailing costs further by opting to receive future proxy materials by e-mail. Please see the response to the question "Can I access the Notice of Annual Meeting, Proxy Statement and 2013 Annual Report on the Internet?" for more information on electronic delivery of proxy materials.

## FREQUENTLY ASKED QUESTIONS

When and where will the meeting take place?

The Annual Meeting will be held on Thursday, May 30, 2013, at 11:00 a.m., local time, at the corporate offices of Hibbett Sports, Inc., 451 Industrial Lane, Birmingham, Alabama. Stockholders will be admitted to the Annual Meeting beginning at 10:45 a.m., local time. Seating will be limited.

What is the purpose of this meeting and these materials?

This is the Annual Meeting of our stockholders. At the Annual Meeting, you will be asked to vote on:

- the election of directors for a three-year term expiring in 2016;
- the ratification of our Audit Committee's selection of independent registered public accounting firm for 2014;
- the approval, by a non-binding advisory vote, of our named executive officers' compensation; and
- any other business that may properly come before the meeting.

Our Board of Directors strongly encourages you to exercise your right to vote on these matters. Your vote is important. Voting early through the internet, by telephone or by a proxy or voting instruction card helps ensure that we receive a quorum of shares necessary to hold the meeting. After the conclusion of the formal business of the Annual Meeting, management will give a report on our performance during the fiscal year that ended on February 2, 2013.

How do the Directors of the Company recommend that I vote?

The Board of Directors unanimously recommends that you vote:

**PROPOSAL 1:** FOR the election of Carl Kirkland, Michael J. Newsome and Thomas A. Saunders III as Directors of the Company for terms expiring in 2016;

**PROPOSAL 2:** FOR the ratification of the Audit Committee's selection of KPMG LLP as our independent registered public accounting firm for 2014; and

**PROPOSAL 3:** FOR the approval of our named executive officers' compensation;

Who is entitled to vote at the Annual Meeting?

Holders of Hibbett Sports, Inc. common stock at the close of business on April 2, 2013, are entitled to receive this Notice and to vote their shares at the Annual Meeting. As of that date, there were 25,989,800 shares of common stock outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter properly brought before the Annual Meeting.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

The most common ways in which stockholders hold Hibbett Sports stock are:

- directly with our transfer agent, Computershare, Inc. (stockholder of record); or
- indirectly through an account with an institutional or nominee holder of our stock such as a broker or bank who is the record holder of the stock (beneficial owner).



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If you hold your shares as a stockholder of record, our transfer agent sends the proxy materials to you and your vote instructs the proxies how to vote your shares.

If you hold your shares in street name as a beneficial owner, your broker, bank or other nominee delivers the proxy materials to you. Your vote instructs your nominee how to vote your shares, and that nominee in turn instructs the proxies how to vote your shares.

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How do I vote?

You may vote using any of the following methods:

**A. By Mail**

Be sure to complete, sign and date the proxy card or voting instruction card and return it in the prepaid envelope. If you are a stockholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by that proxy as recommended by the Board of Directors.

If you are a stockholder of record, and the prepaid envelope is missing, please mail your completed proxy card to Hibbett Sports, Inc., c/o Computershare Investor Services, P.O. Box 43102, Providence, Rhode Island 02940-5067.

**B. By Telephone or on the Internet**

The telephone and Internet voting procedures established by Hibbett Sports, Inc. for stockholders of record are designed to authenticate your identity, to allow you to give your voting instructions and to confirm that those instructions have been properly recorded.

You can vote by calling the toll free telephone number on the proxy card. Please have your proxy card in hand when you call. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded.

The website for Internet voting is [www.investorvote.com/hibb](http://www.investorvote.com/hibb). Please have your proxy card handy when you go online. As with telephone voting, you can confirm that your instructions have been properly recorded. If you vote on the Internet, you also can request electronic delivery of future proxy materials.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day, and will close at 11:59 p.m. Central Daylight Savings Time on May 29, 2013. The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, bank or other holder of record. Therefore, we recommend that you follow the voting instructions in the materials you receive.

If you vote by telephone or on the Internet, you do not have to return your proxy card or voting instruction card.

**C. In person at the Annual Meeting**

All stockholders may vote in person at the Annual Meeting. You may also be represented by another person at the Annual Meeting by executing a proper proxy designating that person. If you are a beneficial owner of shares, you must obtain a legal proxy from your broker, bank or other holder of record and present it to an independent inspector of the election with your ballot to be able to vote at the Annual Meeting.

Your vote is important. You can save us the expense of a second mailing by voting promptly.

What can I do if I change my mind after I vote my shares?

If you are a stockholder of record, you can revoke your proxy before it is exercised by:

- written notice to the Secretary of the Company;
- timely delivery of a valid, later-dated proxy or a later-dated vote by telephone or on the Internet; or

· voting by ballot at the Annual Meeting.

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If you are a beneficial owner of shares, you may submit new voting instructions by contacting your bank, broker or other holder of record. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described in the answer to the previous question.

All shares that have been properly voted and not revoked will be voted at the Annual Meeting.

What shares are included on the proxy card?

If you are a stockholder of record, you will receive only one proxy card for all the shares you hold:

- in certificate form; and
- in book-entry form.

If you are a beneficial owner, you will receive voting instructions, and information regarding consolidation of your vote, from your bank, broker or other holder of record.

What is "householding" and how does it affect me?

We have adopted a procedure approved by the Securities and Exchange Commission (SEC) called "householding." Under this procedure, stockholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our Notice of Annual Meeting, Proxy Statement and of our Annual Report, unless one or more of these stockholders notifies us that they wish to receive individual copies. This procedure is designed to reduce our printing costs and postage fees.

Stockholders who participate in householding will continue to receive separate proxy cards. If you participate in householding and wish to receive a separate copy of this Notice of Annual Meeting, Proxy Statement and Annual Report, or if you do not wish to participate in householding and prefer to receive separate copies of these documents in the future, you can request information about householding from your bank, broker or other holder of record.

Is there a list of stockholders entitled to vote at the Annual Meeting?

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting for any purpose relevant to the Annual Meeting, between the hours of 8:00 a.m. and 3:00 p.m., at our principal executive offices at 451 Industrial Lane, Birmingham, Alabama 35211, by contacting the Secretary of the Company.

What is the effect of abstentions and broker non-votes?

Proxies marked "abstain" or proxies required to be treated as broker "non-votes" will be viewed as present for purposes of determining whether there is a quorum at the Annual Meeting. A broker "non-vote" occurs when a broker or nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner of the shares. Abstentions with respect to any matter will have the same effect as a vote against that proposal.

Pursuant to New York Stock Exchange (NYSE) rules, brokers may vote on routine matters but do not have discretionary power to vote your shares on "non-routine" matters unless the broker receives appropriate instructions from you. The ratification of the selection of the independent registered public accounting firm (Proposal 2) is the only item on the agenda for the Annual Meeting that is considered routine. The election of Directors and the vote on an advisory basis for named executive officer compensation are considered "non-routine" matters. Due to NYSE

rules, brokers are not able to vote your shares with respect to "non-routine" matters if you have not provided instructions. Therefore, we strongly urge you to vote your shares.

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What are the voting requirements to elect the Directors discussed in this Proxy Statement?

The presence of the holders of a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. A majority of the votes cast is required for the election of each Director and for each of the other proposals discussed in this Proxy Statement.

You may vote "for" or "against" or "abstain" with respect to each vote.

Could other matters be decided at the Annual Meeting?

At the date that this Proxy Statement went to press, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement. If other matters are properly presented at the Annual Meeting for consideration, the Board of Directors have designated (on the proxy card enclosed) Jeffrey O. Rosenthal and Scott J. Bowman as proxies who will have the discretion to vote on those matters for you.

Can I access the Notice of Annual Meeting, Proxy Statement and the 2013 Annual Report on the Internet?

The Notice of Annual Meeting, Proxy Statement and 2013 Annual Report, are available on our website at [www.hibbett.com](http://www.hibbett.com). Instead of receiving future copies of our Proxy Statement and Annual Report materials by mail, most stockholders can elect to receive an e-mail that will provide electronic links to them. Opting to receive your proxy materials online will save us the cost of producing and mailing documents to your home or business and also will give you an electronic link to the proxy voting site.

Stockholders of Record: If you vote on the Internet at [www.investorvote.com/hibb](http://www.investorvote.com/hibb), simply follow the prompts for enrolling in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to [www.econsent.com](http://www.econsent.com) and following the enrollment instructions.

Beneficial Owners: If you hold your shares in a brokerage account, you also may have the opportunity to receive copies of these documents electronically. Please check the information provided in the proxy materials mailed to you by your bank or other holder of record regarding the availability of this service.

Who will pay for the cost of this proxy solicitation?

We will pay the cost of soliciting proxies. Directors, executive officers or employees may solicit proxies on our behalf by telephone, electronic transmission and facsimile transmission. We have hired Corporate Communications, Inc. to distribute and solicit proxies. We will reimburse Corporate Communications for reasonable expenses for these services. Total fees and reimbursements paid to Corporate Communications in Fiscal 2013 were approximately \$74,000 that included approximately \$27,000 for proxy distribution, together with our Annual Report, and solicitation.

Who will count the vote?

Representatives of our transfer agent, Computershare Trust Company, N.A., will tabulate the votes. Corporate Communications, Inc. will act as independent inspectors of election.

## OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE MATTERS

### Our Corporate Governance Principles

Our Board of Directors has adopted Corporate Governance Guidelines and intends to follow the principles of corporate governance summarized below:

Board Composition

Director Independence. The Board consists of a majority of independent Directors as governed by the independence requirements of the NASDAQ Stock Market (NASDAQ) corporate governance listing standards and any applicable law. The Board considers all relevant facts and circumstances in making an independence determination.

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It is the responsibility of each Director and prospective Director to disclose to the Board any relationship that could impair his or her independence or any conflict of interest with the Company, including, but not limited to, family members, customers, suppliers, legal counsel, consultants of the Company, significant stockholders of the Company and any competitor or other person having an interest adverse to the Company. Each Director is required to complete an annual questionnaire providing information necessary for the Company to assist the Board in reconfirming each Director's independence and making required disclosures in the Company's Proxy Statement, where applicable.

**Chairman/Lead Director.** The Board elects a Chairman who may be an independent Director, an employee or other non-independent Director. The duties of the Chairman are assigned by the Company's By-laws or, from time to time, the Board. In the event the Chairman is not an independent Director, the Board also designates a Lead Director who shall be an independent Director. The primary duties of the Lead Director are to preside over executive sessions solely of independent Directors, work with the Chairman to set agendas for meetings of the Board and communicate feedback between the Board and the non-independent Chairman.

After careful consideration, the Board determined that its current leadership structure is the most appropriate for Hibbett and its stockholders. By structuring the Board composition with a non-independent Director as Chairman, they believe communication between executive management and themselves is enhanced and that the function of the Board in monitoring the performance of senior management of the Company is fulfilled by the presence of outside Directors of stature who have a substantive knowledge of the business. Michael J. Newsome serves as Executive Chairman of the Board. Alton E. Yother serves as the Lead Director.

#### Nomination of Directors

**Role of the Nominating and Corporate Governance Committee.** The Nominating and Corporate Governance Committee (NCG Committee) is responsible for the recommendation of nominees for election as Director to the Board. Nominees recommended by the NCG Committee may be elected by the Board to fill a vacancy or may be recommended by the Board for election by the stockholders.

Our NCG Committee does not have a written diversity policy. However, it does give consideration to potential candidates who would promote diversity on the Board that would benefit our stockholders.

**Qualification of Directors.** In evaluating candidates for election to the Board, the NCG Committee takes into account the qualifications of the individual candidate as well as the composition of the Board as a whole. Among other things, the NCG Committee considers:

- the candidate's ability to help the Board create stockholder wealth,
- the candidate's ability to represent the interests of the stockholders,
- the business judgment, experience that is relevant to the business and acumen of the candidate,
- the need of the Board for Directors having certain skills and experience that is relevant to the business,
- the candidate's ability to fully participate in Board activities and fulfill the responsibilities of a director, including attendance at and active participation in, meetings of the Board or its committees,
- other business and professional commitments of the candidate, including the number of other boards (public, private and charitable) on which the candidate serves, and
- the financial sophistication of the candidate, including the ability to qualify as "financially literate" under NASDAQ listing standards.

The NCG Committee ensures that one or more of the Directors qualify as an "audit committee financial expert" under the rules of the Securities and Exchange Commission.





In making a recommendation regarding the re-election of an existing member of the Board, the NCG Committee considers the Director's tenure and makes an assessment of the Director's past contributions and effectiveness as a Board member and his or her ability to continue to provide future value to the Board. Any Director appointed to the Board by the Board to fill a vacancy will stand for election at the time required under applicable law, generally the next election of the class for which such Director has been chosen.

**Service on Other Boards.** No Director may serve on more than two boards of publicly-traded companies, other than the Company, without prior approval of the Board. A Director desiring to serve on another public company board shall notify the NCG Committee before accepting the appointment to that board and provide information requested in order to enable the NCG Committee to determine whether or not the additional directorship impairs the Director's independence or ability to effectively perform his or her duties as a Director. Our Company Counsel advises the NCG Committee as to whether the appointment may impair the Director's independence or raise other legal issues. Commitments of a Director or candidate to other board memberships are considered in assessing the individual's suitability for election or re-election to the Board.

**Election of Directors.** The voting standard for the election of Directors is established in the Company's Certificate of Incorporation, in conformity with the By-Laws of the Company. Our current By-Laws require Directors to be elected by the affirmative vote of a majority of the shares of capital stock of the Company present, in person or by proxy, at a meeting of stockholders and entitled to vote on the subject matter.

**Stockholder Nominations.** The NCG Committee is responsible for considering any submissions by stockholders of candidates for nomination to the Board, evaluating the persons proposed and making recommendations with respect thereto to the whole Board.

#### Size of the Board of Directors

Our Board of Directors has a maximum of ten and a minimum of seven members. Within this range, the Board sets the number. Currently, our Board consists of nine Directors who are divided into three classes. The term of our Class I Directors expires at the close of the Annual Meeting in 2015. The term of our Class II Directors expires at the close of the Annual Meeting this year. The term of our Class III Directors expires at the close of the Annual Meeting in 2014.

The size of the Board and experience of Board members that is relevant to the Company's business is assessed regularly by the NCG Committee. The Board may increase or decrease the number of Directors within the limits of Delaware law to accommodate the best interests of the Company and its stockholders.

#### Director Compensation Review

The NCG Committee annually reviews the Director compensation program and recommends any changes to the Board for approval. The NCG Committee's goal is to align the Board with the long-term interests of the Company's stockholders and to compensate Directors fairly for their work while promoting ownership by the Directors of Company stock. Outside consultants may be retained to obtain advice on competitive compensation practices.

#### Director Tenure

The Board has not established a fixed maximum term for a Director, although the NCG Committee considers a Director's tenure in making a recommendation to the Board whether or not a Director shall be nominated for re-election to another term. Neither has the Board established a fixed age at which a Director may not be nominated for re-election.



## Director Responsibilities

**General.** It is the responsibility of the Directors to exercise their business judgment and act in the best interest of the Company and its stockholders. Directors must act ethically at all times and adhere to the applicable provisions of the Company's Code of Business Conduct and Ethics, a copy of which is posted on our website at [www.hibbett.com](http://www.hibbett.com).

**Understanding of the Company's Business.** Directors should become and remain informed about our Company and its business, including, among other things, the principal operational and financial objectives, strategies and plans, its results of operations and financial condition, the factors that determine the Company's success and the risks inherent to the Company and its industry and the control processes with respect to such risks.

**Ownership of and Trading in Company Securities.** The Directors must adhere to any guidelines established by the Board relating to required ownership of Company equity. Directors must comply with the Company's policy on trading in securities of the Company and specific guidance provided by the appropriate Company officers regarding periods when Directors should refrain from trading in the Company's securities. Annually, each Director shall sign the Company's Insider Trading Policy then in effect.

**Conflicts of Interest.** In the event that any executive officer of the Company has a conflict of interest or seeks a waiver of any other provision of the Code of Business Conduct and Ethics for which a waiver may be obtained, the officer shall notify the Lead Director or a designated Company officer, who shall arrange for the NCG Committee and the Board to consider the request. The waiver is granted only if approved by both groups.

In the event a Director has an actual or potential conflict of interest with respect to a matter involving the Company, the Board shall determine what action, if any, is required, including whether the Director should recuse himself or herself from discussion or voting with respect to the matter. In the case of a conflict of interest that is of an ongoing and material nature, the Director shall be asked to tender his or her resignation.

**Governance Review.** At least annually, the Board reviews the governance structure of the Company, including any provision of its Certificate of Incorporation and By-Laws affecting governance, other arrangements containing provisions that become operative in the event of a change in control of the Company, governance practices and the composition of the Company's stockholder base.

## Attendance and Meeting Materials

Directors are expected to attend Board meetings and Committee meetings on which they serve in order to best fulfill their responsibilities. Meeting materials are provided to the Board prior to a scheduled meeting. Directors are responsible for reviewing these materials in advance of the meetings. All Board members are expected to attend our Annual Meeting of Stockholders unless an emergency prevents them from doing so. All of our Directors were in attendance at the 2012 Annual Meeting of Stockholders.

## Director Orientation

Upon initial election, the Company provides Directors with orientation and reference materials to familiarize themselves with the Company's senior management, independent registered public accounting firm, Code of Business Conduct and Ethics, Insider Trading Policy and other compliance programs. In addition, new Directors must attend a director education program within their first three-year term. The Board also encourages other appropriate Company officers to attend director education programs or other programs as needed to stay informed of trends and changes in corporate governance.



## Board Committees

**Committee Designation and Composition.** It is the general policy of the Company that the Board as a whole considers and makes all major decisions other than decisions that are required to be made by independent committees. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to, or required for, the operation of a publicly-traded company. Currently, these committees are the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Additional committees may be established by the Board as necessary or appropriate.

The Board as a whole determines the members and chairs of these Committees. All Committees are made up solely of independent Directors. The membership of Committees is rotated from time to time. Committee members and chairpersons serve one-year terms and are appointed by the Board upon recommendation of the NCG Committee.

Each committee determines who attends each meeting and whether the committee wishes to conduct any of its proceedings in an executive session. Executive sessions, consisting only of independent Directors, are conducted not less than twice a year by each committee.

**Committee Compensation.** The Board, upon recommendation of the NCG Committee, establishes the compensation of each committee member and may provide different compensation for members and chairs of various committees.

## Audit Committee and Independent Registered Public Accounting Firm

**Audit Committee Independence and Qualifications.** Other than Director fees, Audit Committee members may not receive any additional compensation from the Company. All members of the Audit Committee shall meet the independence requirements of NASDAQ and the SEC and the financial literacy requirements of NASDAQ, as provided in the Audit Committee Charter. At least one member of the Audit Committee at all times shall qualify as an "audit committee financial expert" as defined by the rules and regulations of the SEC.

**Stockholder Vote on Independent Registered Public Accounting Firm.** The Company provides for an advisory stockholder vote to approve the selection of the Company's independent registered public accounting firm at each Annual Meeting of Stockholders. The stockholder vote is not binding on the Company or the Board or its Audit Committee and shall not be construed as overruling a selection decision by the Company.

## Board Meetings and Agendas

The Board is responsible for an annual review of strategy, financial and capital plans, enterprise risk, as well as quarterly reviews of the performance and plans of the Company's business and matters on which the Board is legally required to act. The CEO may propose other key issues for the Board's consideration.

Agendas and meeting minutes of the committees are shared with the full Board. The Chairman of each committee develops meeting agendas, with the support of members of management and taking into account the views of the committee members.

## Management Attendance

The Board regularly requests the attendance of senior officers of the Company at Board meetings to provide insight and to update items being addressed by the Board or its committees. The Board and CEO may invite other members of management as it deems appropriate.



## Evaluations and Succession Planning

**CEO Review.** The Nominating and Corporate Governance Committee is responsible for conducting an annual review of the CEO's performance. The Board reviews the report of the NCG Committee in order to ensure the CEO is providing the best leadership for the Company.

**Succession Planning.** The Compensation Committee makes an annual report to the Board on succession planning to ensure management continuity. The CEO recommends and evaluates potential successors and reviews any development plans recommended for such individuals.

## Board Assessment

**Board Performance.** Self-assessment of the performance of the Board is conducted annually and is led by the NCG Committee. The Board utilizes the Company's outside counsel to assist in these assessments.

**Director Performance.** The NCG Committee also conducts an annual review of each Director on the Board to assist in determining the proper composition of the Board and each of the committees. Among consideration is each Director's attendance at Board and committee meetings, preparation for Board meetings, participation in Board discussions, experiences relevant to the Director's service on the Board and committees, knowledge in areas relevant to the Company's business, contributions to the Board's decision-making process and other such items the NCG Committee believes useful in determining such Director's qualifications and fulfillment of responsibilities.

## Board Interaction with Third Parties and Employees

**Third Party Access.** The Board recognizes that management speaks on behalf of the Company. However, the Board has established procedures for third party access to the Executive Chairman and to non-management Directors as a group. The Board and committees have the right to retain outside financial, legal or other advisors and shall have appropriate access to the Company's internal and external auditors and outside counsel.

**Employee Access.** Board members have full access to the Company's management and employees and will use their judgment to assure that any contacts will not disrupt the daily business operation of the Company. The CEO and the Secretary of the Company are copied, as appropriate, on any written communication between a Director and an officer or employee.

**Receipt of Complaints.** The Audit Committee has established procedures for receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees, customers or vendors of the Company or any other person of concerns regarding questionable accounting or auditing matters.

## Meeting of Independent Directors

The independent Directors meet regularly in executive sessions without management or non-independent Directors. An executive session is held not less than twice a year and other sessions may be called at the request of the Lead Director or any other non-management member of the Board.

## Recoupment Policy

The Board will seek recoupment, in its discretion, from a senior executive of any portion of performance-based compensation as it deems appropriate, if it is determined that the senior executive engaged in fraud, willful misconduct, recklessness or gross negligence that caused or otherwise significantly contributed to the need for a



material restatement of the Company's financial statements as defined in our Corporate Governance Guidelines.

Performance-based compensation subject to recoupment under these guidelines includes annual cash incentive/bonus awards and all forms of equity-based compensation.

These Corporate Governance Guidelines were adopted by the Board on March 10, 2010 upon recommendation by the NCG Committee. A copy of these guidelines is posted on our website at [www.hibbett.com](http://www.hibbett.com) and accessible to all investors.

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## Board Oversight of Enterprise Risk Oversight

### Enterprise-Wide Risk Oversight

The Board utilizes our Enterprise Risk Management (ERM) process to assist in fulfilling its oversight of our risks. Management, which is responsible for day-to-day risk management, conducts an annual risk assessment of our business risks and maintains a risk committee that reports to the Audit Committee. The risk assessment process is global in nature and has been developed to ascertain and assess the Company's risks, including the nature of the risk, as well as identify steps to mitigate and manage each risk identified. Members of our top management, including our Named Executive Officers (NEOs) and other key personnel, are surveyed and/or interviewed periodically to develop this information.

While risk oversight is a full Board responsibility, the responsibility for monitoring the ERM process has been delegated to the Audit Committee. As such, our Corporate Risk Assessor reports directly to the Chairman of the Audit Committee as it relates to ERM. The Audit Committee oversees the delegation of specific risk areas among other Board committees, consistent with their corresponding charters and responsibilities. Appropriate members of management are assigned responsibility for each identified risk which includes monitoring and managing the risk, assessing its potential impact and the Company's vulnerability, determining its potential speed of onset and developing initiatives to manage the risk. In addition, the Board or Audit Committee is updated at least quarterly on the ERM process.

Each key risk is reviewed at least annually, with many topics reviewed on several occasions throughout the year. We believe that our approach to ERM optimizes our ability to assess inter-relationships among the various risks, make informed cost-benefit decisions and approach emerging risks in a proactive manner for the Company. We also believe our risk structure complements our current Board leadership structure, as it allows our independent Directors to exercise effective oversight of the actions of management in identifying risks and implementing effective risk management policies and controls.

### Enterprise-Wide Incentive Compensation Risk Assessment

Our Compensation Committee is responsible for oversight of risk associated with our compensation plans. As part of the ERM process, our cash and equity incentive compensation programs are periodically reviewed and assessed for design elements or features that could incentivize employees to incur excessive risk. The ERM process also considers any policies in place to mitigate excessive risk taking. Such mitigating components identified in our incentive programs are the Company's recoupment policy, stock ownership guidelines and performance level metrics.

There has been no substantial change to our compensation programs in the last three fiscal years. Management has concluded that the level of risk associated with the Company's enterprise-wide compensation programs is not reasonably likely to have a material adverse effect on the Company.

### Committee Charters

The responsibilities of each of the committees are determined by the Board and are set forth in the committee's charters which are reviewed annually and posted on our website at [www.hibbett.com](http://www.hibbett.com).

### Communicating with Our Board Members

Our stockholders may communicate directly with our Board of Directors. You may contact any member (or all members), any committee of the Board or any chairman of any such committee by mail. Any stockholder desiring to communicate to our Directors may do so by sending a letter addressed to the person, persons or committee the

stockholder wishes to contact, in care of Investor Relations, Hibbett Sports, Inc., 451 Industrial Lane, Birmingham, Alabama 35211. The letter should state that the sender is a current stockholder. We intend to disclose any future changes to this stockholder communication process under the "Investor Relations" heading of our website located at [www.hibbett.com](http://www.hibbett.com).

All mail received as set forth in the preceding paragraph will be examined by management and/or our General Counsel for the purpose of determining whether the contents actually represent messages from stockholders to our Directors. Relevant communications will be promptly distributed to the Board or to any individual Director or Directors as appropriate, depending on the facts and circumstances outlined in the communication. In that regard, the Hibbett Sports, Inc. Board of Directors has requested that certain items that are unrelated to the duties and responsibilities of the Board should be excluded, such as:

- business solicitations or advertisements;
- junk mail or mass mailings;
- new product suggestions, product complaints or product inquiries;
- résumés or other forms of job inquiries; and
- spam or surveys.

We also examine the mailing from the standpoint of security. Any material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded, with the provision that any communication that is filtered out must be made available to any outside Director upon request.

#### Director Qualification Standards

Pursuant to Rule 5605 of the NASDAQ Stock Market, Inc. Marketplace Rules, our Board of Directors determines whether each Director is independent. In accordance with the standards, the Board must determine that an independent Director has no material relationship with us other than as a Director. The standards specify the criteria by which the independence of our Directors will be determined, including strict guidelines for Directors and their immediate families with respect to past employment or affiliation with us or our independent registered public accounting firm. The standards also prohibit Audit Committee members from having any direct or indirect financial relationship with us, and restrict both commercial and not-for-profit relationships between us and each Director. We may not give personal loans or extensions of credit to our Directors, and all Directors are required to deal at arm's length with us and our subsidiaries, and to disclose any circumstance that might be perceived as a conflict of interest.

#### Director Independence

We are committed to principles of good corporate governance and the independence of a majority of our Board of Directors from our management. All members of our Audit, Compensation and Nominating and Corporate Governance Committees have been determined by our Board to be independent Directors as defined under Rule 5605 of the NASDAQ Stock Market, Inc. Marketplace Rules.

In accordance with these standards, the Board annually reviews the independence of each Director with the help of our Company Counsel. During this review, the Board considers transactions and relationships between each Director or any member of his or her immediate family and us, our subsidiaries and affiliates. The Board also considers whether there are any transactions or relationships between Directors or any member of their immediate family (or any entity of which a Director or an immediate family member is an executive officer, general partner or significant equity holder). The purpose of this review process is to determine whether any relationships or transactions exist that are inconsistent with a determination the Director is independent.

As a result of this review, the Board has affirmatively determined that none of our Directors or nominees has a material relationship with us, other than Michael J. Newsome who is a member of management. All committees of our Board are comprised solely of independent Directors.

In making this determination, the Board considered that in the ordinary course of business, transactions may occur with a company or firm with which we do business and that one or more of our Directors may also have a relationship.

Our Board has determined that such involvement is not material and does not violate any part of the definition of "independent Director" under NASDAQ listing standards. Mr. Newsome, our only non-independent Director, is not a member of any of our committees.

## Policies on Business Ethics and Conduct

Our Board has adopted a Code of Business Conduct and Ethics (Code) for all our employees, executive officers and Directors, including our Executive Chairman, Chief Executive Officer and senior financial officers. A copy of this Code may be viewed at our corporate website, [www.hibbett.com](http://www.hibbett.com) under the heading "Investor Relations." The contents of any amendments to the Code are also displayed on our website in lieu of filing them on Form 8-K. In addition, a printed copy of our Code will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement.

The Code is intended to focus on areas of ethical and material risk and to help us recognize and deal with ethical issues, provide mechanisms to report unethical conduct and foster a culture of honesty, integrity and accountability.

All of our employees, including our Chief Executive Officer and Chief Financial and Principal Accounting Officer, are required by our policies on business conduct to ensure that our business is conducted in a consistent legal and ethical manner. These policies form the foundation of a comprehensive process that includes compliance with all corporate policies and procedures, an open relationship among colleagues that contributes to good business conduct and the high integrity level of our employees. Our policies and procedures cover all areas of professional conduct, including employment policies, conflicts of interest, intellectual property and protection of confidential information and insider trading, as well as strict adherence to all laws and regulations applicable to our business.

Employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of our policies and procedures. The Sarbanes-Oxley Act of 2002 requires audit committees to have procedures to receive, retain and treat complaints received regarding accounting, internal controls over financial reporting or auditing matters and to allow for the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters. We have such procedures in place. In addition, we require employees to report to the appropriate internal contacts evidence of any actual, potential or suspected material violation of state or federal law or breach of fiduciary duty by us or any of our executive officers, Directors, employees or agents.

## Board and Committee Meeting Attendance

During Fiscal 2013, the Board of Directors met 7 times. Each current Director serving on the Board during all of Fiscal 2013 was present for at least 75% of the meetings of the Board and the meetings held by all committees of the Board on which he or she served during the fiscal year.

## The Board of Directors

### Current Nominees (see [Proposal Number 1](#))

Carl Kirkland, age 72, has been a Director since January 1997 and currently serves as a member of our Compensation Committee and our Nominating and Corporate Governance Committee. Mr. Kirkland brings over 40 years of experience in the retail industry to our Board as well as public company experience that strengthens the Board's collective knowledge and capabilities in these areas. He retired as Chief Executive Officer in March 2001 from Kirkland's, Inc., a leading specialty retailer of decorative home accessories and gift items. He is a co-founder of Kirkland's, Inc. and served as President from 1996 to November 1997 and as Chief Executive Officer from 1966 to 2001. He served as Chairman of the Board at Kirkland's from 1996 to 2004 and now serves as a Director and Chairman Emeritus of Kirkland's. In addition, Mr. Kirkland currently serves on the Board of Directors of the Bank of Jackson in Jackson, Tennessee.

Michael J. Newsome, age 74, is the only non-independent Director of our Board, and was named Executive Chairman of the Board in March 2010. He has been a member of our Board since October 1996. Mr. Newsome served as our President from 1981 through August 2004 and was named Chief Executive Officer in September 1999 and Chairman of the Board in March 2004. He stepped down as our Chief Executive Officer in March 2010. Since joining us as an outside salesman over 45 years ago, Mr. Newsome has held numerous positions with the Company, including retail clerk, outside salesman to schools, store manager, district manager, regional manager and President. His lifetime of experience in sporting goods retail and specifically with Hibbett is invaluable to us as he has taken us from a small privately-held retailer to the successful public company we are today, operating approximately 875 stores in 29 states. In 2007, Mr. Newsome was inducted into the Sporting Goods Industry Hall of Fame sponsored by the National Sporting Goods Association.

Thomas A. Saunders III, age 76, has been a Director since 1995 and currently serves as a member of our Compensation Committee and our Nominating and Corporate Governance Committee. He holds a Masters of Business Administration from the University of Virginia Graduate School of Business and sometimes serves as a guest lecturer at the school. Mr. Saunders owns and is employed by Ivor & Co., LLC, a privately owned investment firm, and has served as its President since May 2000. He is a retired member of Saunders Karp & Megrue Partners, LLC that controlled SK Equity Fund, L.P., once a major investor in Hibbett Sports, Inc. Before founding Saunders Karp & Megrue in 1990, he served as a managing director, partner and chairman of a private equity fund of Morgan Stanley & Co. from 1974 to 1989. Additionally, Mr. Saunders serves as the Lead Independent Director on the Board of Directors of Dollar Tree Stores, Inc. and is a member of their Nominating and Corporate Governance Committee. He also serves as an advisor to a number of investment funds, none of which Hibbett participates in. Mr. Saunders, through the SK Equity Fund, was instrumental in supporting the Company's bid to become a public company. His vast knowledge and understanding of the public company regulatory environment, including reputational issues, and his experience on private, public and not-for-profit boards brings strategic insight to our Board.

#### Standing Board Members

Jane F. Aggers, age 65, was appointed to our Board effective December 1, 2010 and is currently serving as a member of our Audit and Compensation Committees. She holds a Bachelors degree in Business Administration from Bowling Green State University. Ms. Aggers brings over 40 years of experience in the retail industry and served as President and CEO of Hancock Fabrics, Inc., a specialty fabric and home accessory retailer, from 2005 through January 2011. Prior to that time, she served as co-founder of MMI, a marketing and business consulting firm and served 24 years in various merchandising roles at Jo-Ann Fabric and Craft Stores, with her last position as Executive Vice President and was a buyer with The Higbee Company. Additionally, Ms. Aggers has served on the Board of Directors of Hancock Fabrics and Moto Photo, Inc., where she served on the Audit, Compensation and Special Independent Committees. She has also served on several non-profit and civic boards. Ms. Aggers' professional background, particularly as CEO of a publicly-traded company, brings specific knowledge and experience of retailing, including public board experience, merchandising, marketing and management. She qualifies as an "audit committee financial expert."

Anthony F. Crudele, age 56, was appointed to our Board effective May 24, 2012 and is currently a member of our Audit Committee. He has served as the Executive Vice President, Chief Financial Officer and Treasurer of Tractor Supply Company (TSC) since May 2007 and previously served as their Senior Vice President, Chief Financial Officer and Treasurer since joining the company in September 2005. Prior to that time, he served as Executive Vice President and Chief Financial Officer of Gibson Guitar from 2003 to 2005; as Executive Vice President and Chief Financial Officer of Xcelerate Corp from 2000 to 2003; and in senior financial roles at The Sports Authority from 1989 to 1999, including Senior Vice President and Chief Financial Officer from 1996 to 1999. Mr. Crudele is a certified public accountant and began his career in 1978, spending the majority of his public accounting tenure at the international accounting firm of Price Waterhouse. His active and past positions as CFO of publicly traded retail companies, particularly his present position with a growth company, bring insight of retail operations and strategies. He qualifies as an "audit committee financial expert."





Terrance G. Finley, age 59, has been a Director since March 2008 and currently serves as a member of our Audit Committee and our Nominating and Corporate Governance Committee. He holds a Bachelors of Administration degree in Political Science and Communications from Auburn University. Mr. Finley is currently President and Chief Executive Officer of Books-A-Million, Inc., where he has worked as President and Chief Operating Officer, Executive Vice President – Chief Merchandising Officer and in various positions within the merchandising group since 1993. His current responsibilities include all the company's store operations, merchandising, marketing, publishing, import and Internet activities. Mr. Finley is a 35-year veteran of the book industry and has led several of Books-A-Million's business units, including the launching of its e-commerce effort. His strong experience in retail store operations, merchandising and marketing are complimentary to the operations of our Company, especially considering that many of our markets are the same.

Albert C. Johnson, age 68, has been a Director since March 2008 and currently serves as Chairman of our Audit Committee and as a member of our Compensation Committee. He holds a Masters of Science degree in Systems Management from the University of Southern California and a Bachelors of Science degree in Accounting from Florida State University. Mr. Johnson is a retired CPA and has been an independent financial consultant since 1998. He served as Senior Vice President and Chief Financial Officer of Dunn Investment Company from 1994 to 1998. Prior to that, he worked for Arthur Andersen LLP from 1965 to 1994 where he retired as the Managing Partner of the firm's Birmingham, Alabama office. His over 30 years of experience in manufacturing, distribution, retail, high technology, oil and gas, construction and small businesses offers our Company a broad view of strategic operations and financial and accounting acumen. Mr. Johnson qualifies as an "audit committee financial expert." He also serves as a Director and Chairman of the Audit Committee of Books-A-Million, Inc.

Ralph T. Parks, age 67, has been a Director since June 2002 and currently serves as Chairman of our Compensation Committee and as a member of our Audit Committee. Mr. Parks has served as President of RTParks, Inc. since 2002. From February 2008 through May 2008, Mr. Parks served as Interim CEO of Heelys, Inc., a global distributor of action youth footwear and vendor of Hibbett. He worked at FOOTACTION USA from 1987 to 1999, when he retired as President and Chief Executive Officer. Additionally, Mr. Parks' current Board service includes the Board of Directors of Kirkland's, Inc. where he also serves on the Audit Committee and Governance Committee. He also served on the Board of Directors of Heely's, Inc. until they were sold in January 2013. Mr. Parks' professional background brings specific knowledge and experience of the sporting goods industry, including branded consumer products, public board experience and people management.

Alton E. Yother, age 60, has been a Director since August 2004 and serves as the Lead Director of our Board and as a member of all committees of the Board. He holds a Bachelor of Science degree in Finance from the University of Alabama. Mr. Yother worked as Executive Vice President and Controller of Regions Financial Corporation (formerly AmSouth Bancorporation) from November 2004 to April 2007 at which time he became Senior Executive Vice President and Chief Financial Officer of Regions Financial Corporation until his retirement in April 2008. Prior to this, he worked for over 24 years for SouthTrust Corporation or SouthTrust Bank. His most recent duties at SouthTrust were as Executive Vice President, Treasurer and Controller of SouthTrust Corporation from 1998 to 2004. Mr. Yother strengthens the Board's collective knowledge and capabilities, by offering an extensive background in management and experience in financial operations and strategic planning, including risk assessment, and brings to the Board strong financial and accounting experience. He qualifies as an "audit committee financial expert."

## Director Classes

The following table provides Director Class and term expiration information for each Board Member:

	Term Expiration	Board Member
Class I Directors	After Annual Meeting of 2015	Jane F. Aggers Terrance G. Finley Alton E. Yother
Class II Directors	After Annual Meeting of 2013	Carl Kirkland Michael J. Newsome Thomas A. Saunders III
Class III Directors	After Annual Meeting of 2014	Anthony F. Crudele Albert C. Johnson Ralph T. Parks

## Committees of the Board of Directors

The Board has established an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee. The memberships and functions of these committees are set forth below. The Board has no standing Executive Committee. Michael J. Newsome is the only non-independent Director on the Board and does not serve on any committee. The following table below provides Fiscal 2013 membership and meeting information for each of the Board Committees.

Committee	Chairman	Members	Number of Meetings
Audit	Albert C. Johnson	Jane F. Aggers Anthony F. Crudele Terrance G. Finley Ralph T. Parks Alton E. Yother	7
Compensation	Ralph T. Parks	Jane F. Aggers Albert C. Johnson Carl Kirkland Thomas A. Saunders III Alton E. Yother	5
Nominating and Corporate Governance	Alton E. Yother	Terrance G. Finley Carl Kirkland Thomas A. Saunders III	2

## Audit Committee

The Fiscal 2013 members of the Audit Committee were Mr. Johnson, Chairman of the Committee, Ms. Aggers and Messrs. Finley, Parks and Yother. Mr. Crudele joined the Audit Committee on his appointment in May 2012. Under the terms of its Charter, the Audit Committee meets no less than four times annually and reviews the Company's financial performance at least quarterly. Periodic meetings are also held separately with management and the independent registered public accounting firm to review accounting matters and disclosures in our SEC periodic filings. The Audit Committee represents and assists the Board with the oversight of the integrity of our financial

statements and internal controls, our compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications and independence, our Enterprise Risk Management process, the performance of our internal audit function and the performance of the independent registered public accounting firm. In addition, the Audit Committee's responsibilities include, but are not limited to:

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- appointing, compensating and overseeing the work of our independent registered public accounting firm, including resolving any disagreements between management and the independent registered public accounting firm regarding financial reporting;
- pre-approving all auditing services, internal control related services and permitted non-audit services performed by the independent registered public accounting firm;
- retaining independent counsel, accountants or others to advise the Audit Committee or assist in the conduct of an investigation;
- seeking any information it requires from employees, all of whom are directed to cooperate with the Audit Committee's requests, or external parties and meeting with our officers, the independent registered public accounting firm, internal auditors or outside counsel, as necessary;
- reviewing and assessing our overall internal control structure, including consideration of the effectiveness of our internal control system and evaluation of management's tone and responsiveness toward internal controls and reviewing our policies and procedures for risk assessment and risk management;
- reviewing and assessing our financial reporting, including interim, quarterly and annual SEC compliance reporting and evaluating management's significant judgments and estimates underlying the financial statements;
- reviewing and assessing our compliance with financial covenants, legal matters, including securities trading practices, tax matters and regulatory or governmental findings which raise material issues regarding our financial statements or accounting policies;
- overseeing the audit process, including the adequacy and quality of the annual audit process and the performance and independence of the independent registered public accounting firm;
- reviewing and assessing related-party transactions and our Code of Business Conduct and Ethics, including appropriate procedures concerning non-compliance with the Code and appropriate resolution of incidents reported through our anonymous response line;
- overseeing complaint procedures and receipt of submissions, particularly those concerning questionable accounting or auditing matters; and
- evaluating the Audit Committee's performance and reviewing the Audit Committee's charter on an annual basis and presenting the Board with recommended changes.

A copy of the Audit Committee Charter is available on our website at [www.hibbett.com](http://www.hibbett.com) under the heading "Investor Relations." In addition, a printed copy of its Charter will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement.

**Audit Committee Financial Experts.** Our Board has reviewed the composition of the Audit Committee and determined that the independence and financial literacy of its members meet the listing standards of the NASDAQ Stock Market and regulations of the SEC. In addition, our Board has determined that Mr. Johnson, who chairs the Audit Committee, by virtue of his financial experience in public accounting and with both private and public companies, as well as Ms. Aggers, Mr. Crudele and Mr. Yother, because of their career experiences serving in financial capacities of publicly-traded companies, qualify as "audit committee financial experts" within the meaning of applicable regulations of the SEC pursuant to the Sarbanes-Oxley Act of 2002.

#### Compensation Committee

The Fiscal 2013 members of the Compensation Committee were Mr. Parks, Chairman of the Compensation Committee, Ms. Aggers and Messrs. Johnson, Kirkland, Saunders and Yother. Under the terms of its Charter, the Compensation Committee is directly responsible for developing guidelines and establishing compensation policies for our executive officers as well as producing an annual report for inclusion in our Proxy Statement. In addition, the Compensation Committee:

- develops guidelines and reviews the structure and competitiveness of our executive officer compensation programs, including assessing the appropriate motivation of executive officers to achieve our business objectives in line with

our overall strategies for risk management;

oversees an evaluation of the performance of our executive officers, excluding our Executive Chairman and CEO,  
and approves annual compensation, including salary, bonus, incentive and equity compensation, of all our executive officers, including our Executive Chairman and CEO;

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- administers our equity award plans for employees and grants equity awards under our equity award plans;
- reviews strategy for executive officer succession;
- publishes an annual Compensation Committee Report on executive officer compensation for the stockholders; and
- evaluates the Compensation Committee's performance and reviews the Compensation Committee's charter on an annual basis and presents the Board with recommended changes.

The Compensation Committee may, at its sole discretion, employ a compensation consultant that reports directly to the Compensation Committee to assist in the evaluation of the compensation of our CEO and other elected executive officers.

A copy of the Compensation Committee Charter is available on our website at [www.hibbett.com](http://www.hibbett.com) under the heading "Investor Relations." In addition, a printed copy of its Charter will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement.

#### Nominating and Corporate Governance Committee

The Fiscal 2013 members of the NCG Committee were Mr. Yother, Chairman of the Committee, and Messrs. Finley, Kirkland and Saunders. The NCG Committee is authorized to exercise oversight with respect to the nomination of candidates for the Board in such a fashion as determined from time to time by the Board. The NCG has recommended the election of Mr. Kirkland, Mr. Newsome and Mr. Saunders as Class II Directors at the 2013 Annual Meeting of Stockholders. Under the terms of its Charter, the NCG Committee meets at least one time annually.

The Nominating and Corporate Governance Committee's purpose is to advise the Board on the composition, organization, effectiveness and compensation of the Board and its committees and on other issues relating to the Company's corporate governance. The NCG Committee's duties and responsibilities primarily relate to director nominations, Board and Committee effectiveness, Board structure and Director compensation, corporate governance and stockholder communications and disclosure. Specifically, the NCG Committee is responsible for:

- recommending candidates to be nominated by the Board, including the re-nomination of any currently serving Director, to be placed on the ballot for stockholders to consider at the Annual Meeting or recommending nominees to be appointed by the Board to fill interim director vacancies;
- leading the Board in its annual performance evaluation and conducting annual performance self-evaluations of the NCG Committee and each Director of the Board as well as the Executive Chairman and the CEO;
- reviewing periodically the membership and Chair of each committee of the Board and recommending committee assignments to the Board, including rotation or reassignment of any Chair or committee member;
- recommending policies for compensation, including equity compensation, for independent Board members, in line with our overall strategies for risk management;
- monitoring significant developments in the regulation and practice of corporate governance and of the duties and responsibilities of each Director;
- evaluating and administering the Corporate Governance Guidelines of the Company and recommending changes to the Board and reviewing the Company's governance structure; and
- establishing procedures for communicating with stockholders and assisting management in the preparation of the disclosure in our Proxy Statement and other documents filed with the SEC regarding Director independence and the operations of the NCG Committee.

The Nominating and Corporate Governance Committee has written policies in place for accepting Director nominations from stockholders and identifying nominees for Director as well as minimum qualifications for Director nominees as described in this Proxy Statement.

A copy of the Nominating and Corporate Governance Committee Charter is available on our website at [www.hibbett.com](http://www.hibbett.com) under the heading "Investor Relations." In addition, a printed copy of its Charter will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement.

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## Compensation of Non-Employee Directors

## Director Compensation Table

Annual compensation for non-employee Directors for Fiscal 2013 was comprised of cash and equity compensation. Each of these components and the total compensation amounts of our non-employee Directors for Fiscal 2013 are shown in the following table.

## Director Compensation

For the Fiscal Year Ended February 2, 2013 (in dollars)

Director	Fees Earned or Paid in			Non-Equity	All Other	Total
	Cash	Stock Awards (1)	Option Awards (2)	Incentive Plan Compensation (3)	Compensation (4)	
Jane F. Aggers (5)	\$ --	\$ --	\$ 161,180	\$ --	\$ --	\$ 161,180
Anthony F. Crudele (6)	\$ 4,615	\$ 111,264	\$ --	\$ --	\$ --	\$ 115,879
Terrance G. Finley	\$ 60,000	\$ --	\$ 96,456	\$ --	\$ --	\$ 156,456
Albert C. Johnson	\$ 75,000	\$ --	\$ 96,456	\$ --	\$ --	\$ 171,456
Carl Kirkland	\$ 60,000	\$ --	\$ 96,456	\$ --	\$ --	\$ 156,456
Ralph T. Parks	\$ 75,000	\$ --	\$ 96,456	\$ --	\$ --	\$ 171,456
Thomas A. Saunders III (5)	\$ --	\$ --	\$ 161,180	\$ --	\$ --	\$ 161,180
Alton E. Yother	\$ 95,000	\$ --	\$ 96,456	\$ --	\$ --	\$ 191,456

Note: The Director Compensation Table requires a column for Change in Pension Value and Nonqualified Deferred Compensation Earnings of which we have none. Therefore, for presentation purposes, this column was omitted.

(1) Stock awards represent director fee income that was deferred into stock units (see Note 6).

Options awards represent the annual award to Directors of 5,000 options to purchase our common stock. Ms. Aggers' and Mr. Saunders' also include director fee income that was deferred into stock options (see Note 5).

(2) Stock options are valued at their grant date fair value in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 – Compensation – Stock Compensation (ASC Topic 718). Total options outstanding to purchase our common stock at February 2, 2013 for our current Directors, were as follows:

Director	Options Outstanding	Expiration Dates
Ms. Aggers	19,073	12/1/2020 - 12/31/2022
Mr. Crudele	--	N/A
Mr. Finley	24,641	3/14/2018 - 3/13/2022
Mr. Johnson	27,451	3/14/2018 - 3/13/2022
Mr. Kirkland	20,000	3/17/2019 - 3/13/2022
Mr. Parks	30,000	1/27/2016 - 3/13/2022
Mr. Saunders	88,007	1/30/2014 - 12/31/2022
Mr. Yother	45,829	1/28/2015 - 3/13/2022



Following is the weighted average fair value of each option granted during the fiscal year ended February 2, 2013. The fair value was estimated on the date of grant using the Black-Scholes pricing model with the following weighted average assumptions for each grant date:

Grant date	3/13/12	3/31/12	6/30/12	9/30/12	12/31/12
Exercise Price	\$52.03	\$54.55	\$57.71	\$59.45	\$52.70
Weighted average fair value at date of grant	\$19.29	\$19.88	\$21.24	\$20.62	\$18.14
Expected option life (years)	4.75	4.75	4.75	4.71	4.71
Expected volatility	42.45%	41.54%	42.59%	40.26%	39.73%
Risk-free interest rate	0.94%	0.98%	0.69%	0.58%	0.67%
Dividend yield	None	None	None	None	None

See Note 3 to the consolidated financial statements in our Annual Report on Form 10-K filed April 1, 2013 for additional information regarding the Company's assumptions concerning expected option life, expected volatility, risk-free interest rate and dividend yield.

- (3) No non-equity incentive plan compensation payments were made for Director services in Fiscal 2013 or are contemplated under our current compensation structure for Directors.
- (4) All other compensation primarily consisted of occasional gifts to Directors such as sporting goods merchandise and was inconsequential.

- (5) Ms. Aggers and Mr. Saunders elected to defer all fees earned into stock options subject to the provisions of the Amended 2005 Director Deferred Compensation Plan. Fees earned by Ms. Aggers and Mr. Saunders were \$60,000, each. Allocations of deferred fees are calculated each calendar quarter. The Fiscal 2013 fees, including the annual equity award, converted into 8,249 options to each Director to purchase shares of our common stock.

- (6) Mr. Crudele elected to defer all fees earned into stock units subject to the provisions of the Amended 2005 Director Deferred Compensation Plan. A pro-rata portion of the fees was paid in cash for the time served prior to his deferral election. Total fees earned by Mr. Crudele for Fiscal 2013 were \$40,879, of which \$36,264 was deferred into stock units. Allocations of deferred fees are calculated each calendar quarter. The Fiscal 2013 fees, including the initial equity award valued on date of grant at \$75,000, converted into 646 deferred stock units and 1,275 restricted stock units, that will release based upon his elections at deferral.

#### Fees Earned or Paid in Cash

Fees earned or paid in cash consist of annual Board fees and annual retainers for our Lead Director and Chairmen of our Audit and Compensation Committees. The Board has adopted the following pay structure for independent Directors:

Annual Retainer	\$60,000	Paid quarterly to all independent Directors
Lead Director	\$35,000	Additional annual retainer, paid quarterly
Audit Committee Chair	\$15,000	Additional annual retainer, paid quarterly
Compensation Committee Chair	\$15,000	Additional annual retainer, paid quarterly

The Lead Director also acts as Chairman of the Nominating and Corporate Governance Committee. Payments to our independent Directors may be paid in cash or may be deferred into stock units, stock options or cash. Each Director serves on a minimum of two committees with the Lead Director a member of each committee. Mr. Crudele, who was appointed in May 2012, served on the Audit Committee only in Fiscal 2013.



The total fees earned or paid in cash during Fiscal 2013 are outlined in the following table:

Director	Annual Retainer	Lead Director Retainer	Committee Chairman Retainer	Total Fees Earned	Total Paid in Cash
Ms. Aggers (1)	\$60,000	\$--	\$ --	\$ 60,000	\$ --
Mr. Crudele (2)	\$40,879	\$--	\$ --	\$ 40,879	\$ 4,615
Mr. Finley (3)	\$60,000	\$--	\$ --	\$ 60,000	\$ 60,000
Mr. Johnson (3)	\$60,000	\$--	\$ 15,000	\$ 75,000	\$ 75,000
Mr. Kirkland (3)	\$60,000	\$--	\$ --	\$ 60,000	\$ 60,000
Mr. Parks (3)	\$60,000	\$--	\$ 15,000	\$ 75,000	\$ 75,000
Mr. Saunders (1)	\$60,000	\$--	\$ --	\$ 60,000	\$ --
Mr. Yother (3)	\$60,000	\$35,000	\$ --	\$ 95,000	\$ 95,000

(1) All fees deferred into stock options pursuant to the Amended 2005 Director Deferred Compensation Plan.

(2) Fees deferred into stock units pursuant to the Amended 2005 Director Deferred Compensation Plan, with exception of pro-rata fees earned prior to deferral election.

(3) All fees paid in cash.

#### Equity Plans for Directors

There were three plans that governed equity awards to non-employee Directors during Fiscal 2013.

The 2012 Non-Employee Director Equity Plan (DEP) provides for grants of equity awards to non-employee Directors and was adopted by our stockholders and made effective on May 24, 2012. The DEP allows each non-employee Director to elect the form of equity they prefer and to receive their equity on a tax deferred basis. Non-employee Directors receive a fully vested equity award based on the value approved by the Board and the irrevocable elections must be made prior to the beginning of each calendar year. If no choice is made, the equity award will be issued as stock options.

A newly appointed or elected Director to the Board can elect a form of equity prior to the first Board meeting attended. If no choice is made, the equity award will be issued as stock options based on the value approved by the Board for newly appointed or elected Directors. This initial award is subject to forfeiture if the Director does not complete one year of service on the Board, subject to death, change in control or subsequent Board action.

Each non-employee Director who is elected or appointed to the Board, upon election, receives \$75,000 in value of stock determined as of the market close on the date of grant. Each non-employee Director, who has served a full fiscal year, receives \$100,000 in value of stock determined as of the market close on the date of grant, pro-rated for Directors who serve less than one full fiscal year. Under the DEP, the Board has elected to reduce the actual value of grants to Directors below the stockholder approved maximum value allowed of \$150,000 upon election to the Board and annually for each full year of service, pro-rated for Directors who have not served a full fiscal year.

Equity forms allowed under the DEP are stock options, stock appreciation rights, restricted stock and restricted stock units.

Prior to the adoption of the DEP by our stockholders, non-employee director awards were awarded under the Amended and Restated 2006 Non-Employee Director Equity Plan (NEDEP). Each non-employee Director who was elected or appointed to the Board prior to May 24, 2012 received, upon election, 10,000 options to purchase shares of

our common stock. Non-employee Directors, who had served a full fiscal year, received up to 5,000 options to purchase shares of our common stock, pro-rated for Directors who served less than one full fiscal year. Under the NEDEP, the Board elected to reduce the actual grants to Directors below the stockholder approved maximum amounts allowed of 15,000 stock options upon election to the Board and 10,000 stock options for each full year of service, pro-rated for Directors who had not served a full fiscal year.

The Amended 2005 Director Deferred Compensation Plan (Deferred Plan) allows each non-employee Director the option to defer all or a portion of the Board fees into cash, stock units or stock options annually on a calendar year basis. Any eligible Director may make a deferral by delivering an election to us no later than December 31 of the year immediately preceding the year to which the election is related. Newly elected or appointed eligible Directors have 30 days following the date on which they first became a Director to make such election.

Three of the eight eligible Directors deferred all of their fees in Fiscal 2013 and again for Fiscal 2014 with the exception of Mr. Crudele who received a portion of his Fiscal 2013 fees in cash for Board service prior to his deferral election. Ms. Aggers and Mr. Crudele have elected to defer their fees into stock units for Fiscal 2014. Mr. Saunders has elected to defer his fees into stock options for Fiscal 2014. Deferrals to stock options are governed by the DEP.

The annual option grant to non-employee Directors in Fiscal 2013 was governed by the NEDEP. The annual grant to non-employee Directors occurs on the same date as the annual grant of equity awards to management and our other employees. The Compensation Committee has adopted the third business day following the release of operational results for the fiscal year as the grant date for annual management and employee awards. Therefore, stock awards under the NEDEP relating to service during the current fiscal year are awarded the following fiscal year to eligible directors serving as a director on the last day of our fiscal year. Seven of our eight Directors served the full fiscal year and were awarded 5,000 options to purchase our common stock pursuant to the provisions of the NEDEP on March 13, 2012. Mr. Crudele did not join the board until May 2012 and was awarded his initial award under the DEP.

**Stock Awards.** Under the Deferred Plan, Mr. Crudele elected to defer all Board and committee fees earned during Fiscal 2013 after his election into stock units (governed by the DEP). The total fees earned each calendar quarter are divided by the closing price on the last day of the calendar quarter to determine the number of stock units earned for that period. Mr. Crudele deferred total fees of \$36,264 in Fiscal 2013. The Fiscal 2013 fees converted into 646 stock units.

**Option Awards.** Under the Deferred Plan, Ms. Aggers and Mr. Saunders elected to defer all Board and committee fees earned during Fiscal 2013 into stock options (governed by the NEDEP through May 23, 2012 and by the DEP after May 23, 2012). The total fees earned each calendar quarter is divided by the closing price on the last day of the calendar quarter times a factor of 0.33 to determine the number of stock options earned for that period. Ms. Aggers and Mr. Saunders deferred total fees of \$60,000 each in Fiscal 2013. The Fiscal 2013 fees converted into 3,249 options each to purchase shares of our common stock.

Options awarded to outside Directors vest immediately upon grant and expire on the tenth anniversary of the date of grant. We apply the fair value recognition provisions of ASC Topic 718. The fair value of each stock option is estimated on the grant date using the Black-Scholes option-pricing model. (See Note 3 to the consolidated financial statements in our Annual Report on Form 10-K filed on April 1, 2013.)

#### All Other Compensation

We have determined that there was no other compensation paid to Directors for director services in Fiscal 2013 except the occasional gift usually in the form of sporting goods merchandise such as footwear or apparel and the interest earned on Mr. Yother's deferred compensation. The occasional gifts have an immaterial market value. Each Director is entitled to reimbursement for his/her reasonable out-of-pocket expenses incurred in connection with travel to and from, and attendance at, meetings of the Board or its committees and related activities, including director education courses and materials.

#### Director Compensation Changes for Fiscal 2014

No changes to Director compensation, either in fee structure or in equity awards has been recommended or approved for Fiscal 2014 as of the filing of this Proxy Statement.

### Stock Ownership Guidelines for Non-Employee Directors

The Compensation Committee has adopted stock ownership guidelines in an effort to better align personal and corporate incentives of Directors with our stockholders. Within four years of a Director's election or appointment, non-employee Directors are required to maintain ownership of Company equity in an amount equal to three times (3x) their standard Director fees. Company equity may be in the form of common stock or common stock equivalents such as options, restricted stock, restricted stock units, etc. Determination of compliance with the guidelines is based on the closing price of our common stock on the last business day of the fiscal year for shares of stock owned and all restricted stock units and on the grant date fair value under ASC Topic 718 for vested stock options. As of the fiscal year ended February 2, 2013, all of our non-employee Directors were in compliance with the stock ownership guidelines, with the exception of Mr. Crudele who has until May 2016 to comply with these guidelines.

## COMPENSATION COMMITTEE REPORT

The Compensation Discussion and Analysis (CD&A) is intended to provide our stockholders with information about our compensation philosophy and to understand our rationale and decision-making process concerning our compensation practices with respect to our NEOs. The CD&A should be read in conjunction with the Summary Compensation Table, related tables and narrative disclosures contained within.

The Compensation Committee has reviewed the CD&A included in this report and discussed it with management. In reliance on such reviews and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis following this report be included in this Proxy Statement and, through incorporation by reference from this Proxy Statement, the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2013.

Submitted by the members of the Compensation Committee of the Company's Board of Directors:

Ralph T. Parks, Chairman; Jane F. Aggers; Albert C. Johnson; Cark Kirkland;  
Thomas A. Saunders III; and Alton E. Yother

The Compensation Committee report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates the Compensation Committee Report by reference therein.

### Compensation Risk Assessment

As part of our overall enterprise risk assessment, we conducted an assessment of our compensation plans and measures to evaluate whether the plans may cause the Board, executives, managers and/or all employees to act in an undesired manner inconsistent with Company objectives, strategies and ethical standards and with prudent business practices. We further evaluated whether the Company may fail to identify Key Performance Indicators (KPI) and/or accurately report existing KPIs.

We presented and discussed the findings of the risk assessment with the Audit Committee. Based upon the assessment and discussions with the Audit Committee, we believe that our compensation policies and practices do not encourage excessive or unnecessary risk-taking and are not reasonably likely to have a material adverse effect on Hibbett.

### Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a current or former officer of the Company or any of our subsidiaries. In addition, none of the members of the Compensation Committee has or had any relationship with the Company during Fiscal 2013 that requires disclosure in accordance with the applicable rules of the Securities and Exchange Commission relating to compensation committee interlocks and insider participation.

## EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS (CD&A)

#### Executive Summary

We have identified the NEOs for Fiscal 2013 as:



- Jeffrey O. Rosenthal, our Chief Executive Officer (CEO) and President;
- Scott J. Bowman, our Senior Vice President and Chief Financial Officer (CFO);
- Gary A. Smith, our retired Senior Vice President and Chief Financial Officer;
- Michael J. Newsome, our Executive Chairman of the Board;
- Rebecca A. Jones, our Senior Vice President of Merchandising; and
- Cathy E. Pryor, our Senior Vice President of Operations.

Our "low-cost operator" corporate culture is reflected in the Compensation Committee's philosophy for its executives, especially with respect to compensation that is assured and not contingent on performance.

The primary objectives of our executive compensation program are to:

Attract and retain highly qualified executive officers and motivate them to deliver a consistently high level of performance.

Align the economic interests of our executive officers with those of our stockholders by placing a substantial portion of their compensation at risk through performance goals that, if achieved, are expected to increase total stockholder return.

Reward performance that emphasizes teamwork among executive officers that supports healthy Company growth and supports the Company's values by promoting a culture of integrity, business ethics and customer service.

We delivered strong financial results in Fiscal 2013, as evidenced by the following highlights:

- Net sales increased 11.8% to \$818.7 million.
- Gross profit improved to 36.5% of net sales in Fiscal 2013 from 35.8% in Fiscal 2012.
- Net income increased 22.9% to \$72.6 million.
- Diluted earnings per share increased 26.5% to \$2.72 per diluted share.
- Stock price increased 8.7% from \$48.95 to \$53.22.

(See Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K filed on April 1, 2013 for a detailed description of our financial results for Fiscal 2013.)

These financial results benefited our stockholders and are also reflected in the compensation earned by our NEOs in Fiscal 2013. The performance and pay results are strong indicators that our business strategy and compensation philosophies are appropriately synchronized.

The Compensation Committee structures the total compensation program for executives to consist of:

- § base salary,
- § performance-based cash bonus,
- § performance-based equity awards, and
- § certain other benefits, including a nonqualified deferred compensation plan and supplemental 401(k) plan discussed in more detail later in this document.

Our compensation program has been consistently applied by the Compensation Committee for several years. The Compensation Committee believes that a majority of the total compensation opportunity for executives should be allocated to cash bonuses and equity awards that are contingent on the achievement of pre-determined performance measures in order to align compensation with the interests of stockholders. Performance measures for management are based on Company-wide targets, with a greater emphasis for more senior personnel.

At the 2012 Annual Meeting of Stockholders, our stockholders overwhelmingly approved our Fiscal 2012 named executive officer compensation program, receiving 99.6% of votes cast in favor. The Compensation Committee concluded that the stockholders support our compensation policies and programs, which the Compensation Committee believes continue to provide a competitive pay-for-performance package that effectively incentivizes our NEOs and reinforces the Compensation Committee's views that our executive compensation program is achieving its objectives without giving rise to excessive risk.

Total Compensation Program Objectives and Philosophy

Individual compensation levels are based on the duties and responsibilities assumed by each named executive officer, individual performance, tenure and the attainment of team goals. The Compensation Committee considers compensation levels of comparable executives at peer companies to ensure basic compensation competitiveness (see Compensation Discussion and Analysis – Peer Group below), but does not benchmark NEO compensation to particular executive compensation percentiles at peer group companies.

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The Compensation Committee has decided to base all of the performance-based compensation, including equity awards, on the achievement of Company goals, with the exception of newly-hired executives whose initial bonus and equity are typically based on service. The Compensation Committee's philosophy is that a higher percentage of pay dependent on our performance adds stockholder value by aligning executive compensation with revenue and net income growth.

Long-term compensation for NEOs consists of equity awards such as restricted stock units (RSUs). In determining equity awards, the Compensation Committee endeavors to reinforce the "pay-for-performance" philosophy while encouraging share ownership and retention. The Compensation Committee has currently opted to award only RSUs in the annual employee award, which includes our NEOs. The RSU awards to our NEOs contain performance and service criteria set by the Compensation Committee that must be achieved in order to be earned. The awarding of performance-based RSUs (PSUs) is designed to align stockholder and management interests through incentives that encourage the highest level of corporate governance and focus on rewarding our executives for increased Company value and financial results over the long-term, without encouraging excessive or unnecessary risk-taking. The form and composition of equity awards, as well as other elements of compensation, may be adjusted in the future as our compensation philosophy evolves.

#### Role of Our Compensation Committee

The Compensation Committee approves all compensation and equity awards to our NEOs, including the CEO. The Compensation Committee reviews the compensation of the CEO and, following discussions with him where it deems appropriate, establishes his compensation. The Compensation Committee also oversees the performance evaluation of all our NEOs, with the exception of the Executive Chairman and the CEO, whose performance evaluations fall under the duties and responsibilities of the Nominating and Corporate Governance (NCG) Committee. Our Compensation Committee considers the performance appraisals conducted by the NCG Committee as part of its consideration for executive compensation for such individuals. Our Compensation Committee also administers the Company's 2005 Equity Incentive Plan, as amended and restated (EIP) and approves all equity grants to executive officers.

The Compensation Committee recognizes the importance of maintaining sound principles for the development and administration of compensation and benefit programs and has taken steps to significantly enhance the Compensation Committee's ability to effectively carry out its responsibilities as well as ensure that we maintain strong links between executive pay and Company performance. The Compensation Committee actively and consistently:

- holds executive sessions without the presence of management;
- reviews and implements a compensation structure for our NEOs;
- considers succession plans and strategies for our key executive positions, as well as other key employees; and
- monitors stock ownership of our NEOs.

The Compensation Committee's Charter reflects these and other responsibilities, and the Compensation Committee and the Board periodically review and revise the Compensation Committee Charter. The NCG Committee recommends the Compensation Committee's membership.

#### Role of Executive Officers in Compensation Decisions

Michael J. Newsome, our Executive Chairman, annually reviews the performance of our CEO with the NCG Committee, while Jeffrey Rosenthal, our CEO and President, annually reviews the performance of the other NEOs, excluding the Executive Chairman, with the Compensation Committee. Recommendations are made accordingly, with respect to each key element of executive compensation for NEOs, excluding the Executive Chairman. The Compensation Committee generally approves the recommendations with minor adjustments. As prescribed in the Company's Statement of Employee Equity Grant Practices, the Compensation Committee conducts these reviews

within 90 calendar days of the Company's fiscal year end. The only other role NEOs have in the determination of executive compensation is in the recommendation of the annual Company budget from which performance levels are based for incentive bonuses and performance-based equity awards. The annual Company budget is presented by management to the entire Board for review and approval.

## Peer Group

The Compensation Committee has identified a group of 14 companies as its peer group, based on such factors as their sales volume, geographical regions of operations and industry concentration. Following is a list of the companies which were most often used by the Compensation Committee in Fiscal 2013 when considering executive compensation and for executive compensation analysis:

Big 5 Sporting Goods Corp.	Finish Line, Inc.	Shoe Carnival, Inc.
Books-A-Million, Inc.	Footlocker, Inc.	Sport Chalet, Inc.
Brown Shoe Co., Inc.	Genesco, Inc.	Stage Stores, Inc.
Dicks Sporting Goods, Inc.	Hastings Entertainment, Inc.	Urban Outfitters, Inc.
DSW, Inc.	Kirkland's, Inc.	

While the Compensation Committee does not directly benchmark NEO compensation to the comparable executive compensation at these peer companies, it does consider general competitiveness of the total compensation of our NEOs compared to similarly situated executive officers. The Compensation Committee therefore generally confirms that total annual compensation for our NEOs, assuming performance-based compensation targets are met but not exceeded, is above the median but below 75% of total compensation for similarly situated executives at the peer group companies. Ms. Pryor falls above this range because the Compensation Committee has determined that her long-term service to the Company consists of continuous outperformance of expectations. The Compensation Committee feels that her expertise and duties both exceed comparable executives and necessitate a level of compensation designed to ensure the retention of her services for the Company.

## Role of Compensation Consultants

The Compensation Committee has not utilized the services of an external compensation consultant since Fiscal 2008; however retains the right to retain such services in the future at its discretion. The Compensation Committee believes that the in-depth studies performed by the consulting firm Hewitt Associates at that time provided useful guidance that they could use to shape executive compensation packages for many years.

## Compensation Program Principles

Our Compensation Committee uses the following principles to implement our compensation philosophy and achieve our executive compensation program objectives:

**Pay for performance.** A substantial portion of the total compensation of our executive officers is composed of annual and long-term incentive payments that are earned upon achievement of financial results that contribute to total stockholder return.

**Reward long-term growth and sustained profitability.** Our equity awards are based on a combination of short-term and long-term financial goals. These awards require sustained financial performance to deliver significant value and encourage our executive officers to deliver continued growth over an extended period of time.

**Modest benefits and limited perquisites.** We provide standard employee benefits and very limited perquisites or other forms of compensation to our NEOs. Any perquisites received are generally available to other levels of management and employees. We believe our compensation program provides adequate financial opportunities to our executive officers to the extent that extra benefits and perquisites are not required to attract and retain such executives.

## Elements of our Compensation Program

Compensation Element	Objective	Form and Type of Compensation
Base Salary	To provide a minimum, fixed level of cash compensation for executive officers	Annual cash compensation; Not at risk
Bonus and Non-Equity Incentives	To encourage and reward executive officers for achieving annual corporate performance goals	Annual performance compensation; At risk
Equity Awards	To motivate and retain executive officers and align their interest with stockholders through:	
	Performance-based RSUs based on short-term financial goals and long-term service	Short-term performance compensation; At risk
	Performance-based RSUs based on long-term financial goals	Long-term performance compensation; At risk
Employee Benefits	To promote health, well-being and financial security of employees, including executive officers	Annual indirect compensation; Not at risk

Annual Cash Compensation

## Base Salary

We provide our executives with assured cash compensation in the form of base salary. We use base salary as the foundation for the other components of compensation. In most instances, base salaries fall at or below median base salaries for comparable executives at peer companies due to the Compensation Committee's philosophy of emphasizing performance-based compensation. The salary levels for our NEOs for the fiscal year ended February 2, 2013, including the salary of Mr. Rosenthal as CEO and President and Mr. Newsome as Executive Chairman, are based upon individual performance and responsibility, as well as the salary levels paid by other similarly situated sporting goods and specialty retail companies from our peer group. Based upon a review of such companies, the base salary levels approved by the Board of Directors are generally conservative when compared to our peers, because the Compensation Committee's philosophy is that performance-based pay adds more value to the stockholder.

Substantial additional earnings opportunities are provided primarily through achievement of Company performance goals that also apply to equity-based awards. We have set a moderate base pay and combined it with a significant performance component that provides our executives with an incentive-based compensation scheme consistent with our emphasis on being a "low-cost operator."

## Bonus and Non-Equity Incentive Plan Compensation

Our cash bonus program is subject to the Bonus Plan adopted by our stockholders and is structured to be qualified performance-based compensation while protecting the Company's deductibility of executive compensation under Internal Revenue Code Section 162(m). With the adoption of the Bonus Plan, the Compensation Committee has guidelines by which to offer incentives to executive officers through the use of qualified performance-based compensation. The Bonus Plan allows flexible compensation alternatives within our overall compensation philosophy.

The program is designed to provide short-term incentive compensation to our executives based upon pre-established performance goals for the Company and each executive, individually. The Compensation Committee determines the amounts of target bonus awards for each executive as a percent of their base salary. The cash bonuses approved by the Compensation Committee as earned by our NEOs as a percent to base salary over the last three fiscal years were as follows:

Range of Payout

Fiscal 2013 32.2% - 122.5%

Fiscal 2012 75.0% - 125.0%

Fiscal 2011 75.0% - 139.5%

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The range for Fiscal 2013 excludes our retired CFO, whose bonus was forfeited upon retirement in July 2012. The low range of the cash bonus for Fiscal 2013 represents the bonus paid to our CFO and was not contingent on the achievement of any performance criteria. The high range of the cash bonus for Fiscal 2011 represents the bonus paid to our Senior Vice President of Merchandising and was not contingent on the achievement of any performance criteria.

Bonus targets emphasize individual contribution to our success during the year and the performance of those aspects of our business for which each executive has responsibility. See the Summary Compensation Table and narrative discussion below for individual executive officer detail.

The following table illustrates the executives' combined bonus potential for Company and individual goals as a percent of individual base salaries for Fiscal 2013, Fiscal 2012 and Fiscal 2011:

NEO	Position	Fiscal 2013	Fiscal 2012	Fiscal 2011
Jeffrey O. Rosenthal (1)	Chief Executive Officer and President	85.0%	80.0%	70.0%
Scott J. Bowman (2)	Senior Vice President and CFO	32.2%	N/A	N/A
Gary A. Smith	Retired Senior Vice President and CFO	60.0%	60.0%	60.0%
Michael J. Newsome	Executive Chairman	100.0%	100.0%	100.0%
Rebecca A. Jones (3)	Senior Vice President of Merchandising	65.0%	60.0%	124.5%
Cathy E. Pryor	Senior Vice President of Operations	60.0%	60.0%	60.0%

(1) Mr. Rosenthal's increased bonus potential as a percent of his individual base salary reflects the Compensation Committee's recognition of his successful tenure as the Company's CEO.

(2) Mr. Bowman was hired as our Senior Vice President and CFO in July 2012 upon the retirement of Mr. Smith. See the Summary Compensation Table and narrative discussion below for individual executive officer detail. Mr. Bowman's Fiscal 2013 bonus was not based on Company or individual goals, but was awarded at the discretion of the Compensation Committee.

(3) Ms. Jones was hired as Vice President of Merchandising in August 2009. See the Summary Compensation Table and narrative discussion below for individual executive officer detail. In recognition of increased duties in Fiscal 2013, the Compensation Committee increased her bonus potential. A portion of her Fiscal 2011 bonus was not based on Company or individual goals, but was awarded at the discretion of the Compensation Committee.

Company performance goals were based on earnings before interest and taxes (EBIT) determined by the annual budget as approved by the Board of Directors for Fiscal 2013, Fiscal 2012 and Fiscal 2011. The following table compares the Company and individual bonus potential for each of our NEOs as a percentage of total bonus potential for Fiscal 2013, Fiscal 2012 and Fiscal 2011:

NEO	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Company Bonus	Individual Bonus	Company Bonus	Individual Bonus	Company Bonus	Individual Bonus
Mr. Rosenthal	100.0%	0.0%	100.0%	0.0%	100.0%	0.0%
Mr. Bowman	0.0%	100.0%	N/A	N/A	N/A	N/A
Mr. Smith	100.0%	0.0%	100.0%	0.0%	100.0%	0.0%
Mr. Newsome	100.0%	0.0%	100.0%	0.0%	100.0%	0.0%
Ms. Jones	100.0%	0.0%	100.0%	0.0%	53.8%	46.2%
Ms. Pryor	100.0%	0.0%	100.0%	0.0%	100.0%	0.0%

Each NEO's bonus was contingent solely upon Company performance, with the exception of Mr. Bowman, whose bonus was a guaranteed cash bonus for Fiscal 2013. This annual cash bonus represents the Compensation Committee's "pay for performance" philosophy. If the EBIT target that is established is exceeded, then the NEO earns more, up to 125% of the target bonus; if we fall short of our EBIT target, then the NEO earns less or nothing at all. This tiered structure is applied to all our NEOs and also to the employee cash bonus portion that is contingent on the EBIT goal.

For Fiscal 2013, Fiscal 2012 and Fiscal 2011, the executive's (and employees) earned percentages of his or her Company performance bonus depended on the Company's actual performance in relation to the Company's performance goal as summarized in the following table:

% of Company Performance Goal Attained	Portion of Executive's Company Performance Bonus Deemed Earned
Below 85.0 %	0.0%
85.0%	62.5%
90.0%	75.0%
95.0%	87.5%
100.0%	100.0%
105.0%	112.5%
110.0% or above	125.0%

The following table sets forth the EBIT goal for each year and the level achieved and paid out to our NEOs (and employees in our bonus pool) based on that achievement for Fiscal 2013, Fiscal 2012 and Fiscal 2011:

	EBIT Goal	EBIT Achieved	% of Goal Achieved	% of Payout
Fiscal 2013	\$106.3 million	\$116.0 million	109.1%	122.5%
Fiscal 2012	\$77.5 million	\$93.6 million	120.8%	125.0%
Fiscal 2011	\$54.0 million	\$73.5 million	136.2%	125.0%

The Compensation Committee strives to set goals that motivate our executive officers to improve performance over previous years, without encouraging excessive risk taking. Calculation of the Company performance bonus earned by each NEO is based on the final audited consolidated financial statements and, if applicable, is usually paid out in March of the following year. While the Compensation Committee reserves the right to make adjustments to goals after they are established, it has not done so during the last three fiscal years. Any such modification would be carefully considered by the Compensation Committee and applied to the special circumstances that warranted the modification. There were no individual performance goals set for our NEOs for Fiscal 2013, Fiscal 2012 or Fiscal 2011 with the exception of Mr. Bowman and Ms. Jones as discussed above. Mr. Smith forfeited his bonus for Fiscal 2013 upon retirement.

### Equity Awards

#### Equity Award Practices

The Compensation Committee determines the amounts of target equity awards for each executive as a percent of their base salary. Through our EIP, the Compensation Committee has a wide range of award-based incentive alternatives to offer our NEOs. Equity award types including stock options, stock appreciation rights, PSUs and RSUs may be granted at the discretion of the Compensation Committee. Awards of equity-based compensation to our executive officers complement our cash incentives and encourage an ownership stake in our Company to align the interest of our NEOs and our stockholders.

With the exception of new hire grants to executive officers, the Compensation Committee has opted to grant PSUs to our NEOs as part of their annual compensation package, up to the limits allowed in the EIP at the time of grant. PSUs are believed to strengthen the longer-term pay-for-performance alignment of the Company's compensation program

and provide retention motivation through time-vesting of half of the awards after achievement of the stated performance goal.

The Compensation Committee's equity award policy is designed to facilitate the establishment of appropriate processes, procedures and controls in connection with the administration of our equity-based incentive plans. The Compensation Committee's policy sets the annual grant date for management and employee equity awards as the third business day following the release of operational results for the fiscal year just ended.

## Stock Awards

As part of the annual equity award, our practice is to determine the dollar amount of equity compensation that we want to provide to our executive officers as a percentage of base salary and then to grant equity awards based on a formula that yields such amount based on 80% of the 30-day trailing average (trailing average) price of our stock from the date of grant. Awards granted to our NEOs reflect our desire to provide incentives to these individuals that encourage our growth and long-term success as a Company. The trailing average price of our stock used for Fiscal 2013, Fiscal 2012 and Fiscal 2011 was \$38.61, \$26.23 and \$17.74, respectively.

This methodology was applicable to all our NEOs with the exception of Mr. Bowman who received a service-based, rather than performance-based, award of RSUs based on 32.2% of his annualized base salary in Fiscal 2013 in connection with his hiring as our CFO. Mr. Bowman's award was granted under the provisions of the EIP, was dated July 29, 2012 and was based on the closing market price of our common stock on the grant date. The service base of the award is five years.

The following table reflects the target equity awards granted to our NEOs and the percentage of base salary that the equity award was based on for Fiscal 2013, Fiscal 2012 and Fiscal 2011:

NEO	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Target # of PSUs	% of Base Salary	Target # of PSUs	% of Base Salary	Target # of PSUs	% of Base Salary
Mr. Rosenthal	9,700	85.0%	12,800	80.0%	15,800	70.0%
Mr. Bowman	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Smith	5,700	60.0%	8,000	60.0%	11,500	60.0%
Mr. Newsome	11,400	110.0%	16,800	110.0%	24,800	110.0%
Ms. Jones	5,900	65.0%	7,700	60.0%	10,500	60.0%
Ms. Pryor	5,400	60.0%	7,700	60.0%	10,900	60.0%

Mr. Bowman also received a total of 1,526 time-based RSUs upon hire in Fiscal 2013.

For Fiscal 2013, Fiscal 2012 and Fiscal 2011, half of the equity award to our NEOs was a performance goal established on a 1-year achievement based on Return on Invested Capital (ROIC) with a 5-year vesting provision.

The other half of the equity award was a performance goal established on a 3-year achievement based on cumulative EBIT for all 3 fiscal years which vests in 3 years.

The following tables set forth the ROIC and cumulative EBIT goals set for each year and the level achieved and earned by our NEOs based on that achievement:

	Goal	Goal Set	Goal Achieved	% of Equity Earned
Fiscal 2013 ROIC	22.7%		21.9%	50.0%
Fiscal 2012 ROIC	17.9%		20.2%	150.0%
Fiscal 2011 ROIC	14.5%		19.9%	200.0%

	Cumulative Years	Cumulative EBIT Goal	Cumulative EBIT Achieved	% of Equity Earned
Fiscal 2013	F2013 – F2015	\$337.2 million	undetermined	undetermined
Fiscal 2012	F2012 – F2014	\$256.0 million	undetermined	undetermined
Fiscal 2011	F2011 – F2013	\$162.0 million	\$283.1 million	200.0%

We calculate ROIC as:  $(EBIT + Rent) \times (1 - Tax\ Rate) / (Shareholder's\ Equity + Debt + Leases)$

§ EBIT is defined as earnings before interest and income tax expense but after all other expenses.

§ Rent is defined as our consolidated rent expense on buildings.

§ 1-Tax Rate where the Tax Rate is defined as the annual effective tax rate.

§ Shareholder's Equity is defined as our total Stockholder's Equity, excluding stock repurchases for the applicable fiscal year.

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§ Debt is defined as consolidated short-term, long-term or bank debt, but does not include capital leases.

§ Leases are defined as operating and capital leases (including imputed interest) as disclosed in our Annual Report on Form 10-K in the contractual obligations table.

Because the EBIT goal is based on a 3-year cumulative achievement, the achievement for Fiscal 2013 and Fiscal 2012 are yet to be determined.

RSUs awarded to the remainder of the employee participants are not generally based on the employees' salary, but primarily on historical grant levels and value of the awards at grant with consideration for changes in duties.

Consistent with prior years, the Compensation Committee will award only RSUs in Fiscal 2014 to all participating employees, including the NEOs with the NEO awards of PSUs determined based on a percentage of each executive's base salary and awards to other participating employees based primarily on their historical grant levels and overall value to the Company with consideration for changes in duties. The total number of RSUs approved by the Compensation Committee and awarded to participating employees in the annual award for Fiscal 2014 was 99,325 of which our NEOs were awarded 36,700 RSUs in the form of PSUs and based on a trailing average of \$42.28. See Summary Compensation Table and related disclosures for more detail of equity awards to each NEO.

#### Timing of Equity Awards

We grant equity awards to our employees generally on three occasions: annually, upon hire (for certain senior positions) and occasional special one-time grants to executive management upon approval by the Compensation Committee. The fair value of awards is based on the closing price of our common stock on the date of grant (or if not a business day, the immediately preceding business day) as defined in our equity plans.

In Fiscal 2013, Fiscal 2012 and Fiscal 2011, we granted all annual employee equity awards, including our executives, on the same day each year. Under the Statement of Employee Equity Grant Practices (EGP) adopted by the Compensation Committee, the grant date for annual awards to executives and employees is defined as the third business day following the public release of our annual results of operations. In addition, grants to newly hired executives are made on the first day of the fiscal quarter after hire. Special purpose grants are effective as of the Friday following the Compensation Committee's formal approval. The Compensation Committee reserves the right to modify this practice if circumstances warrant. No award will be deemed made until all material terms, including the type of award, number of shares, grant date, and the identification of each grantee, is determined with finality without the benefit of hindsight.

#### Employment and Retention Agreements

We have a retention agreement with Mr. Newsome to secure his continued part-time employment in the event he retires from a position of executive management with the Company. Under the terms of this agreement, Mr. Newsome has agreed to serve as a part-time advisor on various business matters of importance to us, as determined by the Board. The initial term of the agreement is effective beginning on such unspecified date that Mr. Newsome steps down and continues through the end of the third fiscal year after such beginning date. The compensation for such services shall be mutually agreed upon between Mr. Newsome and the Board. The Board may award additional compensation in the nature of a bonus for services performed. In addition, Mr. Newsome shall be eligible to participate in any benefit plan made available to our senior executives, subject to such terms governing eligibility, participation and other matters.

On May 25, 2012, we entered into an Advisory Services Agreement (Agreement) with Mr. Smith for a period of eight months. Under the terms of the Agreement, Mr. Smith was paid a fee of \$200,000 and provided advisory services, as needed, through the end of Fiscal 2013. The Agreement also included a confidentiality clause as well as a

non-compete provision for three years.

There are currently no other employment or retention agreements issued by the Company.

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## Severance and Change in Control Payments

The Compensation Committee has adopted a Change in Control Severance Agreement (Severance Agreement) for our Named Executive Officers. If a covered executive's employment is terminated by the Company without cause or by the executive for good reason within: (i) two years following a Change in Control; or (ii) within a six-month period prior to a Change in Control if the executive's termination or resignation is also directly related to or occurs in connection with a Change in Control, the Company shall pay the executive a severance payment in the amount equal to one and one half (1.5) times the sum of the executive's covered salary and covered bonus. The severance shall be paid within thirty (30) days of the executive's termination date or the Change in Control date, whichever is later. In addition, to the extent the executive has been granted equity compensation under the Company's equity compensation plans, the executive's interest in such awards would become fully exercisable, vested and nonforfeitable as of the Change in Control date, to the extent not already exercisable or vested as of such date.

The covered salary for purposes of this Severance Agreement shall mean 1.5 times the highest annual rate of base salary paid to the executive by the Company prior to the termination or resignation of the executive's employment.

The covered bonus for purposes of this Severance Agreement shall mean the average of the actual cash bonuses paid to the executive for the five years prior to the year of the executive's termination or resignation from the Company (or shorter period if the executive has been employed for a shorter period), but not to exceed the target bonus in the year of termination or resignation.

The following table shows the estimated payouts to our NEOs if a Change in Control event occurred on February 2, 2013:

	Named Executive Officer				
	Mr.				
	Rosenthal	Mr. Bowman	Mr. Newsome	Ms. Jones (3)	Ms. Pryor
Salary & Bonus (1)					
Covered Salary	\$660,000	\$ 442,500	\$ 811,500	\$ 525,000	\$525,000
Covered Bonus	336,000	95,000	400,000	201,000	201,000
Cash Payout	996,000	537,500	1,211,500	726,000	726,000
Equity Awards (2)					
Restricted Stock Units	2,445,459	81,214	3,587,028	1,148,328	1,765,574
Stock Options	--	--	412,074	--	--
Total Value of Equity	2,445,459	81,214	3,999,102	1,148,328	1,765,574
Total	\$3,441,459	\$ 618,714	\$ 5,210,602	\$ 1,874,328	\$2,491,574
Estimated Payout	\$3,441,459	\$ 618,714	\$ 5,210,602	\$ 1,403,271	\$2,491,574

Covered salary was based on the highest annual rate of base pay paid to each NEO. Covered bonus was based on a (1) five-year average of bonuses paid for Mr. Newsome, Mr. Rosenthal and Ms. Pryor; one year for Mr. Bowman; and three years for Ms. Jones.

The value of equity awards was calculated on non-vested awards using the closing price of our stock on February 2, 2013 of \$53.22. RSUs were valued at the closing stock price times the number of shares non-vested and do not (2) include unearned PSUs. Stock options considered "in the money" were valued using the spread (closing price less exercise price). As of February 2, 2013, the number of non-vested RSUs and non-vested stock options considered in the calculation above were:

NEO            Non-Vested Non-Vested

	RSUs	Stock Options
Mr. Rosenthal	45,950	-0-
Mr. Bowman	1,526	-0-
Mr. Newsome	67,400	11,700
Ms. Jones	21,577	-0-
Ms. Pryor	33,175	-0-

The total for Ms. Jones would constitute an "excess parachute payment" as defined in Section 280G of the Internal Revenue Code. The estimated payout represents the limitation defined in the Severance Agreement whereby no portion of such payment is subject to the excise tax imposed by Section 4999 of the Code.

Upon authorization by the Compensation Committee, we agreed to provide a Medicare supplemental health insurance policy for Mr. Newsome and his wife, effective after his retirement and thereafter during their lifetimes. The Company has estimated that it will cost approximately \$54,000 to provide this benefit.

#### Perquisites and Other Benefits

The Compensation Committee's philosophy is that NEOs should not be treated differently from the general employee population in the design of their benefits, other than one-time or special benefits provided under broader programs, such as relocation. The Company's overall viewpoint is to offer a compensation package that emphasizes long-term contribution and stability rather than extra benefits, particularly benefits not available to our employees, in general. The NEOs receive the same medical, dental, vision, disability, employee discount, flexible spending options and 401(k) benefits as the broader employee population who qualify. The perquisites provided to NEOs are also available to other employees, where applicable, and include:

**Paid holidays and vacation.** We currently allow six paid holidays. Based on years of service, our full-time employees can earn up to four weeks of paid vacation per year. Our NEOs are eligible for the following weeks of paid vacation per year based on their years of service:

Mr. Rosenthal	3 Weeks
Mr. Bowman	2 Weeks
Mr. Newsome	4 Weeks
Ms. Jones	2 Weeks
Ms. Pryor	4 Weeks

**Discount on the Company's common stock through the Hibbett Sports, Inc. Employee Stock Purchase Plan (ESPP).**

All employees, including our NEOs, who have been employed with the Company over one year and work an average of 20 hours per week, qualify for participation in our ESPP. The ESPP purchases our common stock each calendar quarter at a discount of 15.0% off the closing price of the lower of the first day of the calendar quarter or the last day of the calendar quarter. In Fiscal 2013, Mr. Newsome and Ms. Jones participated in the ESPP. Currently, Mr. Newsome and Ms. Jones participate in the ESPP.

**Company-paid life insurance.** The Company provides life insurance coverage equal to two times the annual base salary of all full-time employees up to \$500,000 with further reductions once an employee reaches age 65 and 70. Mr. Newsome is limited to \$250,000.

**Company-owned vehicle.** Company-owned vehicles are made available to those full-time employees whose job functions require extensive travel. The vehicles may be used for business and personal use. Employees, including our NEOs, who drive Company-owned vehicles, reimburse the Company annually for personal use. In Fiscal 2013 and currently, only Mr. Newsome drives a Company-owned vehicle.

**Deferred Contribution Benefit Plans.** The Hibbett Sports, Inc. 401(k) Plan is our tax qualified retirement plan where our employees, including our NEOs, are able to make pre-tax contributions from their cash compensation. We make matching contributions for all participants equal to 75% of their elective deferrals up to 6% of their total eligible compensation.



The Internal Revenue Code limits the amount of compensation that can be deferred under the 401(k) Plan, and also limits the amount of salary and bonus (\$250,000 for Fiscal 2013) with respect to matching contributions that can be made under that plan. Accordingly, we offer our executive officers and other highly compensated employees the opportunity to defer their compensation, including amounts in excess of the tax law limit, under our nonqualified Supplemental 401(k) Plan (Supplemental Plan). Contributions under the Supplemental Plan allow our NEOs and other highly compensated employees to receive the Company match in the same percentage as our other employees. Balances in the Supplemental Plan are unsecured and at-risk, meaning the balances may be forfeited in the event of the Company's financial distress such as bankruptcy. The group of employees eligible for this deferral option includes all our NEOs and all of our NEOs, except Mr. Bowman, are currently participating in the Supplemental Plan.

**Executive Voluntary Deferral Plan.** The Company maintains the Hibbett Sports, Inc. Executive Voluntary Deferral Plan (Deferral Plan) which gives key executives of the Company an opportunity to defer, on a pre-tax basis, up to 50% of their base salary and up to 100% of any bonus earned. All of our NEOs are eligible for participation under this plan, except Mr. Bowman. Only Ms. Jones participated in the Deferral Plan in Fiscal 2013 and is currently the only NEO participating in the Deferral Plan.

**Flexible Spending Account Plan.** The Company maintains a Flexible Spending Account Plan (FSA) that allows employees to set aside pre-tax amounts for certain out-of-pocket health care and dependent care expenses. All of our NEOs are eligible for participation under the FSA and Messrs. Rosenthal, Newsome and Smith participated in the FSA in Fiscal 2013. Mr. Rosenthal, Mr. Newsome and Ms. Pryor are currently participating in the FSA.

See the Summary Compensation Table and related disclosures for more details on specific perquisites applicable to each NEO.

#### Equity Ownership

The Compensation Committee has adopted stock ownership guidelines for our NEOs. Within four years of any executive officer's hire date or promotion to a covered office, whichever is later, the following equity ownership must be maintained in the amounts indicated:

<u>Office Held</u>	<u>Stock Ownership Requirement</u>
Executive Chairman of the Board	Three (3) times base salary
Chief Executive Officer, President	Two (2) times base salary
Senior Vice President	One (1) time base salary

Company equity may be in the form of common stock or common stock equivalents such as options, restricted stock, restricted stock units, etc. Determination of compliance with the guidelines is based on the closing price of our common stock on the last business day of the fiscal year for shares of stock owned and all restricted stock units and on the grant date fair value under ASC Topic 718 for vested stock options. As of our fiscal year ended February 2, 2013, all our NEOs had met their stock ownership requirements, with the exception of Mr. Bowman who has until July 2016 to comply.

#### Deductibility of Compensation

Section 162(m) of the Internal Revenue Code generally provides that publicly held companies may not deduct compensation paid to executive officers to the extent such compensation exceeds \$1 million per executive in any year. Pursuant to regulations issued by the Treasury Department, certain limited exceptions to Section 162(m) apply with respect to "qualified performance-based compensation" such as stock option grants, annual bonus and performance shares which satisfy the specific requirements imposed by Section 162(m). We have taken steps to provide that these exceptions will apply to a majority but not all of the compensation paid to our executive officers. We continue to

monitor the applicability of Section 162(m) to our ongoing compensation arrangements. It continues to be the Compensation Committee's desire that a majority of the bonus compensation paid to our executive officers under the Bonus Plan qualifies as performance-based compensation and is deductible for federal income tax purposes under Section 162(m).

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## Financial Restatement and Recoupment

The Board has adopted a Recoupment Policy within its Corporate Governance Guidelines which allows the Board, at its discretion, to seek reimbursement of performance-based compensation, including performance-based equity compensation, from any senior executive, including our NEOs, who has engaged in fraud, willful misconduct, recklessness or gross negligence that has caused or otherwise significantly contributed to the need for a material restatement of the Company's financial statements. The policy is not retroactive to performance-based compensation earned prior to Fiscal 2011. Prior to the adoption of this policy, we did not have a policy governing executives reimbursing the Company for bonuses paid from previous years if it was determined, through financial restatement or other factors, that the original goals set in those years had not been met. Bonuses are based on achieved financial targets and are determined based on our audited consolidated financial statements.

The Compensation Committee has the discretion to waive or revise performance goals, but has never exercised this right in the past. A copy of our Corporate Governance Guidelines is available at [www.hibbett.com](http://www.hibbett.com) under "Investor Relations."

## Annual Compensation of Executive Officers

The following table reports amounts paid during the fiscal years ended February 2, 2013, January 28, 2012 and January 29, 2011 to our NEOs, including equity awards that were granted during the year and other benefits that accrued during the fiscal year.

## Summary Compensation Table

For the Fiscal Years Ended February 2, 2013, January 28, 2012 and January 29, 2011

(In dollars)

Name and Principal Position	Year (1)	Salary	Bonus (2)	Stock Awards (3)	Non-Equity Incentive Plan Compen- sation (4)	All Other Compen- sation (5)	TOTAL
Jeffrey O. Rosenthal Chief Executive Officer and President	2013	\$440,000	\$--	\$504,691	\$ 458,150	\$11,250	\$ 1,414,091
	2012	\$420,000	\$--	\$400,128	\$ 420,000	\$10,625	\$ 1,250,753
	2011	\$400,000	\$--	\$408,588	\$ 350,000	\$10,857	\$ 1,169,445
Scott J. Bowman (6) Chief Financial Officer and Senior Vice President	2013	\$164,519	\$95,000	\$94,978	\$ --	\$65,000	\$ 419,497
Gary A. Smith (7) Retired Chief Financial Officer and Senior Vice President	2013	\$179,335	\$--	\$296,571	\$ --	\$200,000	\$ 675,906
	2012	\$350,000	\$--	\$250,080	\$ 262,500	\$10,773	\$ 873,353
	2011	\$340,000	\$--	\$297,390	\$ 255,000	\$10,836	\$ 903,226
Michael J. Newsome Executive Chairman of the Board	2013	\$400,000	\$--	\$593,142	\$ 490,000	\$14,069	\$ 1,497,211
	2012	\$400,000	\$--	\$525,168	\$ 500,000	\$13,116	\$ 1,438,284
	2011	\$400,000	\$--	\$641,328	\$ 500,000	\$42,367	\$ 1,583,695
Rebecca A. Jones (8) Senior Vice President of Merchandising	2013	\$350,000	\$--	\$306,977	\$ 278,688	\$11,250	\$ 946,915
	2012	\$335,000	\$--	\$240,702	\$ 251,250	\$10,578	\$ 837,530
	2011	\$310,000	\$200,000	\$271,530	\$ 232,500	\$27,063	\$ 1,041,093

Cathy E. Pryor	2013	\$350,000	\$--	\$280,962	\$257,250	\$11,250	\$899,462
Senior Vice President	2012	\$335,000	\$--	\$240,702	\$251,250	\$10,578	\$837,530
of Operations	2011	\$323,000	\$--	\$281,874	\$242,250	\$2,688	\$849,812

Note: The Summary Compensation Table requires a column for Option Awards (which requires the fair market value of options awarded) and Change in Pension Value and Nonqualified Deferred Compensation Dollars (which requires the reporting of "above-market" or "preferential" earnings from nonqualified deferred compensation plans) of which there were none. Therefore, for presentation purposes, these columns were omitted.

(1) Hibbett Sports Inc.'s fiscal year ends on the Saturday nearest to January 31 of each year.

(2) The bonus amounts for Mr. Bowman and Ms. Jones represent amounts agreed upon hire and were only contingent upon continued service.

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(3) The values set forth in this column reflect PSUs granted to all our NEOs, with the exception of Mr. Bowman for Fiscal 2013, whose only grant was service-based restricted stock units. The valuation method, in accordance with ASC Topic 718, is based on the closing price of our common stock on the date of grant, without considering an estimate for forfeitures. The values in the table represent the target number of awards established for each NEO.

PSUs awarded to our NEOs are granted based on a percent of their base salary. The NEOs could earn less or more than the target amount depending on the level of performance achieved. The awards could also be forfeited upon failure to achieve the minimum performance target. The following table sets forth the aggregate grant date fair value for the PSUs awarded assuming the highest level of performance conditions were achieved:

Name	Fiscal Year		
	2013	2012	2011
Mr. Rosenthal	\$1,009,382	\$800,256	\$817,176
Mr. Smith	\$593,142	\$500,160	\$594,780
Mr. Newsome	\$1,186,284	\$1,050,336	\$1,282,656
Ms. Jones	\$613,954	\$481,404	\$543,060
Ms. Pryor	\$561,924	\$481,404	\$563,748

Mr. Bowman's new-hire award in Fiscal 2013 is service-based only and not contingent upon achievement of performance conditions; therefore, it is not reflected in the table above.

The following table represents the aggregate grant date fair value of the actual restricted stock awards earned based on actual achievement of performance conditions.

Name	Fiscal Year		
	2013	2012	2011
Mr. Rosenthal	\$126,173	\$300,096	\$817,176
Mr. Smith	\$--	\$187,560	\$594,780
Mr. Newsome	\$148,286	\$393,876	\$1,282,656
Ms. Jones	\$76,744	\$180,527	\$543,060
Ms. Pryor	\$70,241	\$180,527	\$563,748

Some of the awards considered in the table are still subject to a service requirement. Fiscal 2013 and Fiscal 2012 both have awards outstanding and unearned contingent on future performance achievement. Mr. Smith forfeited his Fiscal 2013 awards upon retirement.

(4) Non-Equity Incentive Plan Compensation is defined as compensation earned (whether paid during the period or not) based on the achievement of performance criteria that is substantially uncertain at the time it is established and communicated to the executive.

Our executive bonuses are comprised of a Company performance component, which is a percent of base salary and based on performance criteria the Compensation Committee feels is substantially uncertain at the time it is established and communicated to the executive. The criterion established by the Compensation Committee typically requires an improvement on ratios and earnings from the prior year. Performance measures are not based on the price of our common stock. The targeted bonus potential for Fiscal 2013, Fiscal 2012 and Fiscal 2011 was communicated to each executive officer following the March 2012, March 2011 and March 2010 meetings of the Compensation Committee, respectively. Mr. Bowman's Fiscal 2013 bonus was communicated to him upon hire.

(5) Other compensation is made up of the incremental cost to us of benefits and other perquisites. The following table further details those items listed in total in the Summary Compensation Table under the column heading "All Other Compensation":

## All Other Compensation

For the Fiscal Years Ended February 2, 2013, January 28, 2012 and January 29, 2011

(In dollars)

Executive	Year	401(k) and Supplemental 401(k) contribution match (a)	Personal use of Company- owned vehicles (b)	Moving allowance (c)	Advisory services agreement (d)	TOTAL
	2013	\$ 11,250	\$ --	\$ --	\$ --	\$ 11,250
Mr. Rosenthal	2012	\$ 10,625	\$ --	\$ --	\$ --	\$ 10,625
	2011	\$ 10,857	\$ --	\$ --	\$ --	\$ 10,857
Mr. Bowman	2013	\$ --	\$ --	\$ 65,000	\$ --	\$ 65,000
	2013	\$ --	\$ --	\$ --	\$ 200,000	\$ 200,000
Mr. Smith	2012	\$ 10,773	\$ --	\$ --	\$ --	\$ 10,773
	2011	\$ 10,836	\$ --	\$ --	\$ --	\$ 10,836
	2013	\$ 11,250	\$ 2,819	\$ --	\$ --	\$ 14,069
Mr. Newsome	2012	\$ 10,602	\$ 2,514	\$ --	\$ --	\$ 13,116
	2011	\$ 39,197	\$ 3,170	\$ --	\$ --	\$ 42,367
	2013	\$ 11,250	\$ --	\$ --	\$ --	\$ 11,250
Ms. Jones	2012	\$ 10,578	\$ --	\$ --	\$ --	\$ 10,578
	2011	\$ --	\$ --	\$ 27,063	\$ --	\$ 27,063
	2013	\$ 11,250	\$ --	\$ --	\$ --	\$ 11,250
Ms. Pryor	2012	\$ 10,578	\$ --	\$ --	\$ --	\$ 10,578
	2011	\$ 2,283	\$ 405	\$ --	\$ --	\$ 2,688

(a) For Fiscal 2013, the Board of Directors approved a total discretionary match of 75.0% of the first 6.0% of contributions for all eligible employees, including NEOs, under the Company's 401(k) Plan and Supplemental 401(k) Plan. For Fiscal 2012 and Fiscal 2011, the Board of Directors approved a discretionary match of 75.0% of the first 6.0% of contributions for all eligible employees, including NEOs, under each of the Company's 401(k) Plan and the Company's Supplemental 401(k) Plan. Mr. Bowman was not eligible to participate in either plan in the years presented.

Our NEOs are subject to 401(k) Plan refunds due to the plan being a top-heavy plan in all the years presented. For Fiscal 2012 and Fiscal 2011, the amount of Company match in the table above is net of refunds as reported in prior year Proxy Statements.

(b) We compute the value of the automobile to each applicable Named Executive Officer as the incremental cost to us by allocating the cost of maintenance and fuel based on their personal use. One of our NEOs had use of a Company-owned vehicle during all of Fiscal 2013 and Fiscal 2012 and two of our NEOs had use of a Company-owned vehicle for all or part of Fiscal 2011.

(c) Moving allowance represents the amount that was paid to Mr. Bowman and agreed to upon hire and does not include a tax gross up.

(d) Advisory services agreement represents the amount paid to Mr. Smith pursuant to the Advisory Services Agreement discussed above under "Compensation discussion and Analysis – Employment and Retention Agreements."

In addition to those items listed in the table above, we allow Mr. Newsome to store certain personal items in a warehouse we own. We do not maintain insurance on any of these items. It is our determination that this does not qualify as a perquisite to Mr. Newsome as there is no incremental cost to us.

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(6) Mr. Bowman was named our Chief Financial Officer effective July 9, 2012.

(7) Mr. Smith retired as our Chief Financial Officer, effective July 9, 2012. Because he retired before our fiscal year end, all incentives awarded him in Fiscal 2013, which includes his cash bonus incentive and PSUs, were forfeited.

(8) Ms. Jones' Fiscal 2011 bonus amount was based on continued service only and not contingent on any Company or individual performance goals.

Jeffry O. Rosenthal

Jeffry O. Rosenthal, age 55, has been our Chief Executive Officer and President since March 2010. Formerly, he served as President and Chief Operating Officer from February 2009 through March 2010 and as Vice President of Merchandising from August 1998 through February 2009. Prior to joining us, Mr. Rosenthal was Vice President and Divisional Merchandise Manager for Apparel with Champs Sports, a division of Foot Locker, Inc. from 1981 to 1998.

The following table represents the compensation package awarded to Mr. Rosenthal in each of the years presented, regardless of whether ultimately achieved or obtained:

Salary Component	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Dollars	% to	Dollars	% to	Dollars	% to
	or	Base	or	Base	or	Base
	Number	Salary	Number	Salary	Number	Salary
Base Salary	\$440,000		\$420,000		\$400,000	
Non-Equity Incentive Plan Compensation						
Company Bonus Target (1)	374,000	85.0 %	336,000	80.0 %	280,000	70.0 %
TOTAL Cash Compensation Potential	\$814,000	185.0%	\$756,000	180.0%	\$680,000	170.0%
Restricted Stock Units (2)	9,700		12,800		15,800	

(1) See "Bonus and Non-Equity Incentive Plan Compensation" for a complete discussion on Company bonus. The Company bonus was based on the Company's EBIT achievement in Fiscal 2013, Fiscal 2012 and Fiscal 2011. The actual Company bonus earned by Mr. Rosenthal in each of these years based on the Company's EBIT goal achievement was:

	Bonus	% to Base	
	Earned	Salary	
Fiscal 2013	\$458,150	104.1	%
Fiscal 2012	\$420,000	100.0	%
Fiscal 2011	\$350,000	87.5	%

(2) See "Equity Awards" for a complete discussion on equity awards to our NEOs. Our equity awards to our NEOs can be earned by achieving the performance goals determined by the Compensation Committee. For all years presented, half of the equity award was a performance goal established on a 1-year achievement based on ROIC with a 5-year vesting provision. The other half of the equity award was a performance goal established on a 3-year achievement based on cumulative EBIT for all 3 fiscal years which vests in 3 years. The award associated with each performance goal could be forfeited if a minimum goal was not attained or could be earned up to 200% if a maximum goal was attained.



The table below illustrates the total PSUs awarded and what Mr. Rosenthal has earned to-date based on achievement of the stated goals:

	Total RSUs Awarded	PSUs Earned Based on ROIC Goal	ROIC Achievement Rate	PSUs Earned Based on EBIT Goal	EBIT Achievement Rate	PSUs Still Subject to EBIT Goal
Fiscal 2013	9,700	2,425	50%	N/A	N/A	4,850
Fiscal 2012	12,800	9,600	150%	N/A	N/A	6,400
Fiscal 2011	15,800	15,800	200%	15,800	200%	--

The 4,850 and 6,400 PSUs outstanding are contingent on the achievement of a 3-year cumulative EBIT goal for Fiscal 2013 and Fiscal 2012, respectively. PSUs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Mr. Rosenthal is not subject to any accelerated vesting provisions on any of his equity awards in the form of RSUs due to his age.

**Other Compensation.** Other compensation earned by Mr. Rosenthal is made up of benefits and other such perquisites identified as having value to him and an incremental cost to us. See "All Other Compensation" table for an analysis of those items and costs identified as other compensation to Mr. Rosenthal.

#### Scott J. Bowman

Scott J. Bowman, age 46, was hired as our Senior Vice President and Chief Financial Officer and Principal Accounting Officer effective July 2012. Prior to joining us, Mr. Bowman was the Division Chief Financial Officer – Northern Division (Division CFO) of The Home Depot, a large home improvement retailer since June 2006. Mr. Bowman also served The Home Depot as their Senior Director, Finance – IT from October 2003 through June 2006 prior to his duties as Division CFO. Prior to his tenure at The Home Depot, he worked in various controller and accounting management positions with Rubbermaid Home Products, a Division of Newell Rubbermaid, Anchor Hocking Glass Company and The Sherwin-Williams Company.

The following table represents the compensation package awarded to Mr. Bowman upon hire:

Salary Component	Fiscal 2013 Dollars or Number of	% to Base Salary
Base Salary (1)	\$295,000	
Non-Equity Incentive Plan Compensation		
Individual Bonus (2)	95,000	32.2 %
TOTAL Cash Compensation Potential	\$390,000	132.2%
Restricted Stock Units (3)	1,526	

(1) The base salary represents the annualized amount approved by our Compensation Committee and does not reflect a partial year.

(2) The individual bonus to Mr. Bowman was agreed to upon hire and was only contingent on five years of continued service.

(3) The RSUs awarded to Mr. Bowman were based on a value of \$95,000 and were granted on the first day of the first full fiscal quarter following his employment as defined in our Grant Policy. The award was dated July 29, 2012. The number awarded was based on the fair market value of our common stock at date of grant of \$62.24 and will cliff vest on the fifth anniversary of the date of grant.

Other Compensation. Other compensation earned by Mr. Bowman is made up of benefits and other such perquisites identified as having value to him and an incremental cost to us. See "All Other Compensation" table for an analysis of those items and costs identified as other compensation to Mr. Bowman.

Gary A. Smith

Gary A. Smith, age 66, retired as our Senior Vice President, Chief Financial Officer and Principal Accounting Officer effective July 2012. He had been our Chief Financial Officer and Principal Accounting Officer since April 2001.

Prior to joining us, Mr. Smith was the Chief Financial and Accounting Officer for Moore-Handley, Inc. from 2000 to 2001. Mr. Smith was the Director of Finance for City Wholesale, Inc. from 1997 to 2000 and a Senior Vice President of Parisian, Inc. from 1979 to 1997.

The following table represents the compensation package awarded to Mr. Smith in each of the years presented, regardless of whether ultimately achieved or obtained:

Salary Component	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Dollars	% to	Dollars	% to	Dollars	% to
	Number	Base	Number	Base	Number	Base
	of	Salary	of	Salary	of	Salary
Base Salary (1)	\$367,500		\$350,000		\$340,000	
Non-Equity Incentive Plan Compensation						
Company Bonus Target (2)	220,500	60.0 %	210,000	60.0 %	204,000	60.0 %
TOTAL Cash Compensation Potential	\$588,000	160.0%	\$560,000	160.0%	\$544,000	160.0%
Restricted Stock Units (3)	5,700		8,000		11,500	

(1) Base salary represents the annualized amount approved by our Compensation Committee and does not reflect a partial year for Fiscal 2013.

(2) See "Bonus and Non-Equity Incentive Plan Compensation" for a complete discussion on Company bonus. The Company bonus was based on the Company's EBIT achievement in Fiscal 2013, Fiscal 2012 and Fiscal 2011. The actual Company bonus earned by Mr. Smith in each of these years based on the Company's EBIT goal achievement was:

	Bonus	% to Base	
	Earned	Salary	
Fiscal 2013	\$--	0.0	%
Fiscal 2012	\$262,500	75.0	%
Fiscal 2011	\$255,000	75.0	%

The Company bonus for Fiscal 2013 was forfeited due to the service requirement of continued employment through Fiscal 2013.

(2) See "Equity Awards" for a complete discussion on equity awards to our NEOs. Our equity awards to our NEOs can be earned by achieving the performance goals determined by the Compensation Committee. For all years presented, half of the equity award was a performance goal established on a 1-year achievement based on ROIC with a 5-year vesting provision. The other half of the equity award was a performance goal established on a 3-year achievement based on cumulative EBIT for all 3 fiscal years which vests in 3 years. The award associated with each performance goal could be forfeited if a minimum goal was not attained or could be earned up to 200% if a maximum goal was attained.

The table below illustrates the total PSUs awarded and what Mr. Smith has earned based on achievement of the stated goals:



	Total RSUs Awarded	PSUs Earned Based on ROIC Goal	ROIC Achievement Rate	PSUs Earned Based on EBIT Goal	EBIT Achievement Rate	PSUs Still Subject to EBIT Goal
Fiscal 2013	2,850	--	0%	--	0%	--
Fiscal 2012	8,000	6,000	150%	N/A	N/A	4,000
Fiscal 2011	11,500	11,500	200%	11,500	200%	--

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The 4,000 PSUs outstanding are contingent on the achievement of a 3-year cumulative EBIT goal for Fiscal 2012.

Mr. Smith forfeited the Fiscal 2013 awards due to the service requirement of continued employment through Fiscal 2013. PSUs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Under the provisions of our current equity plan, vesting is accelerated upon eligible retirement (subject to years of service and age). Because Mr. Smith had met the service and age criteria upon his retirement, all but one of his equity awards are no longer subject to applicable vesting schedules, although they are subject to performance achievement.

Other Compensation. Other compensation earned by Mr. Smith is made up of benefits and other such perquisites identified as having value to him and an incremental cost to us. See "All Other Compensation" table for an analysis of those items and costs identified as other compensation to Mr. Smith.

Michael J. Newsome

Michael J. Newsome, age 74, has been our Executive Chairman since March 2010. Formerly, he served as our President from 1981 through August 2004 and was named Chief Executive Officer in September 1999 and Chairman of the Board in March 2004. Since joining us as an outside salesman over 45 years ago, Mr. Newsome has held numerous positions with us, including retail clerk, outside salesman to schools, store manager, district manager, regional manager and President. Prior to joining us, Mr. Newsome worked in the sporting goods retail business for six years.

The following table represents the compensation package awarded to Mr. Newsome in each of the years presented, regardless of whether ultimately achieved or obtained:

Salary Component	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary
Base Salary	\$400,000		\$400,000		\$400,000	
Non-Equity Incentive Plan Compensation						
Company Bonus Target (1)	400,000	100.0%	400,000	100.0%	400,000	100.0%
TOTAL Cash Compensation Potential	\$800,000	200.0%	\$800,000	200.0%	\$800,000	200.0%
Restricted Stock Units (2)	11,400		16,800		24,800	

(1) See "Bonus and Non-Equity Incentive Plan Compensation" for a complete discussion on Company bonus. The Company bonus was based on the Company's EBIT achievement in Fiscal 2013, Fiscal 2012 and Fiscal 2011. The actual Company bonus earned by Mr. Newsome in each of these years based on the Company's EBIT goal achievement was:

	Bonus Earned	% to Base Salary	
Fiscal 2013	\$490,000	122.5	%
Fiscal 2012	\$500,000	125.0	%
Fiscal 2011	\$500,000	125.0	%

(2) See "Equity Awards" for a complete discussion on equity awards to our NEOs. Our equity awards to our NEOs can be earned by achieving the performance goals determined by the Compensation Committee. For all years presented, half of the equity award was a performance goal established on a 1-year achievement based on ROIC with a

5-year vesting provision. The other half of the equity award was a performance goal established on a 3-year achievement based on cumulative EBIT for all 3 fiscal years which vests in 3 years. The award associated with each performance goal could be forfeited if a minimum goal was not attained or could be earned up to 200% if a maximum goal was attained.

The table below illustrates the total PSUs awarded and what Mr. Newsome has earned based on achievement of the stated goals:

	Total RSUs Awarded	PSUs Earned Based on ROIC Goal	ROIC Achievement Rate	PSUs Earned Based on EBIT Goal	EBIT Achievement Rate	PSUs Still Subject to EBIT Goal
Fiscal 2013	11,400	2,850	50%	N/A	N/A	5,700
Fiscal 2012	16,800	12,600	150%	N/A	N/A	8,400
Fiscal 2011	24,800	24,800	200%	24,800	200%	--

The 5,700 and 8,400 PSUs outstanding are contingent on the achievement of a 3-year cumulative EBIT goal for Fiscal 2013 and Fiscal 2012, respectively. PSUs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Under the provisions of our current equity plan, vesting is accelerated upon death, disability or retirement (subject to years of service and age). Because Mr. Newsome has met the service and age criteria for accelerated vesting upon retirement, typically his equity awards would no longer be subject to applicable vesting schedules, although they are subject to performance achievement.

**Other Compensation.** Other compensation earned by Mr. Newsome is made up of benefits and other such perquisites identified as having value to him and an incremental cost to us. See "All Other Compensation" table for an analysis of those items and costs identified as other compensation to Mr. Newsome.

Rebecca A. Jones

Rebecca A. Jones, age 53, was hired as our Vice President of Merchandising effective August 2009 and is currently a Senior Vice President of the Company. Prior to joining our Company, she served as Vice President/General Merchandise Manager-Crafts at Jo-Ann Fabric and Craft Stores since 2003 and as Vice President/Divisional Merchandise Manager at Wal-Mart Stores from 1999 to 2003. In her prior retail experience, Ms. Jones served in various operations, planning, buying and merchandising positions.

The following table represents the compensation package awarded to Ms. Jones in each of the years presented, regardless of whether ultimately achieved or obtained:

	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Dollars		Dollars		Dollars	
Salary Component	or	% to	or	% to	or	% to
	Number	Base	Number	Base	Number	Base
	of	Salary	of	Salary	of	Salary
Base Salary	\$350,000		\$335,000		\$310,000	
Non-Equity Incentive Plan Compensation						
Company Bonus Target (1)	227,500	65.0 %	201,000	60.0 %	186,000	60.0 %
Individual Bonus Target (2)	--	0.0 %	--	0.0 %	200,000	64.5 %
TOTAL Bonus Target	227,500	65.0 %	201,000	60.0 %	386,000	124.5 %
TOTAL Cash Compensation Potential	\$577,500	165.0%	\$536,000	160.0%	\$696,000	224.5 %
Restricted Stock Units (3)	5,900		7,700		10,500	

(1) See "Bonus and Non-Equity Incentive Plan Compensation" for a complete discussion on Company bonus. The Company bonus was based on the Company's EBIT achievement in Fiscal 2013, Fiscal 2012 and Fiscal 2011. The actual Company bonus earned by Ms. Jones in each of these years based on the Company's EBIT goal achievement was:

	Bonus Earned	% to Base Salary	
Fiscal 2013	\$278,688	79.6	%
Fiscal 2012	\$251,250	75.0	%
Fiscal 2011	\$232,500	75.0	%

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(2) The individual bonus represents a discretionary bonus awarded in Fiscal 2011.

(3) See "Equity Awards" for a complete discussion on equity awards to our NEOs. Our equity awards to our NEOs can be earned by achieving the performance goals determined by the Compensation Committee. For all years presented, half of the equity award was a performance goal established on a 1-year achievement based on ROIC with a 5-year vesting provision. The other half of the equity award was a performance goal established on a 3-year achievement based on cumulative EBIT for all fiscal years which vests in 3 years. The awards associated with each performance goal could be forfeited if a minimum goal was not attained or could be earned up to 200% if a maximum goal was attained.

The table below illustrates the total PSUs awarded and what Ms. Jones has earned based on achievement of the stated goals:

	Total RSUs Awarded	PSUs Earned Based on ROIC Goal	ROIC Achievement Rate	PSUs Earned Based on EBIT Goal	EBIT Achievement Rate	PSUs Still Subject to EBIT Goal
Fiscal 2013	5,900	1,475	50%	N/A	N/A	2,950
Fiscal 2012	7,700	5,775	150%	N/A	N/A	3,850
Fiscal 2011	10,500	10,500	200%	10,500	200%	--

The 2,950 and 3,850 PSUs outstanding are contingent on the achievement of a 3-year cumulative EBIT goal for Fiscal 2013 and Fiscal 2012, respectively. PSUs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Ms. Jones is not subject to any accelerated vesting provisions on any of her equity awards in the form of RSUs due to her age.

**Other Compensation.** Other compensation earned by Ms. Jones is made up of benefits and other such perquisites identified as having value to her and an incremental cost to us. See "All Other Compensation" table for an analysis of those items and costs identified as other compensation to Ms. Jones.

Cathy E. Pryor

Cathy E. Pryor, age 50, is currently our Senior Vice President of Operations and has been with us since 1988. She has been our Vice President of Operations since 1995. Prior to 1995, Ms. Pryor held positions as a district manager and Director of Store Operations.

The following table represents the compensation package awarded to Ms. Pryor in each of the years presented, regardless of whether ultimately achieved or obtained:

	Fiscal 2013		Fiscal 2012		Fiscal 2011	
	Dollars	% to	Dollars	% to	Dollars	% to
Salary Component	Number	Base Salary	Number	Base Salary	Number	Base Salary
Base Salary		\$350,000		\$335,000		\$323,000
Non-Equity Incentive Plan Compensation						
Company Bonus Target (1)	210,000	60.0 %	201,000	60.0 %	193,800	60.0 %
TOTAL Cash Compensation Potential	\$560,000	160.0%	\$536,000	160.0%	\$516,800	160.0%
Restricted Stock Units (2)	5,400		7,700		10,900	



(1) See "Bonus and Non-Equity Incentive Plan Compensation" for a complete discussion on Company bonus. The Company bonus was based on the Company's EBIT achievement in Fiscal 2013, Fiscal 2012 and Fiscal 2011. The actual Company bonus earned by Ms. Pryor in each of these years based on the Company's EBIT goal achievement was:

	Bonus Earned	% to Base Salary	
Fiscal 2013	\$257,250	73.5	%
Fiscal 2012	\$251,250	75.0	%
Fiscal 2011	\$242,250	75.0	%

(2) See "Equity Awards" for a complete discussion on equity awards to our NEOs. Our equity awards to our NEOs can be earned by achieving the performance goals determined by the Compensation Committee. For all years presented, half of the equity award was a performance goal established on a 1-year achievement based on ROIC with a 5-year vesting provision. The other half of the equity award was a performance goal established on a 3-year achievement based on cumulative EBIT for all 3 fiscal years which vests in 3 years. The award associated with each performance goal could be forfeited if a minimum goal was not attained or could be earned up to 200% if a maximum goal was attained.

The table below illustrates the total PSUs awarded and what Ms. Pryor has earned based on achievement of the stated goals:

	Total RSUs Awarded	PSUs Earned Based on ROIC Goal	ROIC Achievement Rate	PSUs Earned Based on EBIT Goal	EBIT Achievement Rate	PSUs Still Subject to EBIT Goal
Fiscal 2013	5,400	1,350	50%	N/A	N/A	2,700
Fiscal 2012	7,700	5,775	150%	N/A	N/A	3,850
Fiscal 2011	10,900	10,900	200%	10,900	200%	--

The 2,700 and 3,850 PSUs outstanding are contingent on the achievement of a 3-year cumulative EBIT goal for Fiscal 2013 and Fiscal 2012, respectively. PSUs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Ms. Pryor is not subject to any accelerated vesting provisions on any of her equity awards in the form of RSUs due to her age.

**Other Compensation.** Other compensation earned by Ms. Pryor is made up of benefits and other such perquisites identified as having value to her and an incremental cost to us. See "All Other Compensation" table for an analysis of those items and costs identified as other compensation to Ms. Pryor.



## Grants of Plan-Based Awards Table

The following table provides additional detail regarding stock options and other equity awards (such as restricted stock and restricted stock units) granted during the last fiscal year and amounts payable under other compensation plans (such as long-term incentive awards that are payable in cash or stock):

## Grants of Plan-Based Awards

For the Fiscal Year Ended February 2, 2013

Executive	Grant Date	Approval Date (3)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units	Fair Value of Equity Award on Date of Grant (\$)(4)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Rosenthal	3/13/12	3/8/12	\$233,750	\$374,000	\$467,500	2,425	9,700	19,400	--	\$ 504,691
Bowman	7/29/12	6/8/12	\$95,000	\$95,000	\$95,000	--	--	--	1,526	\$ 94,978
Smith	3/13/12	3/8/12	\$137,813	\$220,500	\$275,625	1,425	5,700	11,400	--	\$ 296,571
Newsome	3/13/12	3/8/12	\$250,000	\$400,000	\$500,000	2,850	11,400	22,800	--	\$ 593,142
Jones	3/13/12	3/8/12	\$142,188	\$227,500	\$284,375	1,475	5,900	11,800	--	\$ 280,962
Pryor	3/13/12	3/8/12	\$131,250	\$210,000	\$262,500	1,350	5,400	10,800	--	\$ 306,977

Note: There were no stock option awards granted in Fiscal 2013 to our NEOs, therefore the columns applicable to option awards are not presented in this table.

Estimated possible payouts under non-equity incentive plan awards represent the cash bonus subject to performance conditions. Mr. Bowman's was a guaranteed bonus based on his continued employment through the date the bonus was paid. The amounts presented represent the minimum amount that could be earned (threshold) (1) assuming a certain level of required performance under the plan, the target amount awarded and the maximum amount that could be earned. Their entire cash bonus was based on an EBIT goal for Fiscal 2013, which was achieved and paid in March 2013 and is reflected in the Summary Compensation Table. See Note 4 under the Summary Compensation Table.

Estimated future payouts under equity incentive plan awards consist of those equity awards with performance conditions. The amounts presented represent the minimum award (threshold) that could be earned assuming a (2) certain level of required performance under the plan, the target amount that was awarded and the maximum award that could be earned assuming the equity award value when earned equaled the fair value on the date of grant.

The Fiscal 2013 PSUs awarded to the NEOs were tiered with cliff vesting on the third and fifth anniversary of the date of grant and contingent on the achievement of specified performance criteria over the next three fiscal years. One-half of the award was based on performance criteria for Fiscal 2013 and was certified by the Compensation Committee as having been achieved and has a five year cliff vesting provision. The remaining half of the award will be certified, if performance achieved, and will cliff vest on the third anniversary of the date of grant.

The approval date represents the date the awards were approved by our Compensation Committee as reported on (3)Forms 8-K to the Securities and Exchange Commission on March 9, 2012 for Messrs Rosenthal, Smith and Newsome and Ms. Jones and Pryor and June 8, 2012 for Mr. Bowman.

Fair value of equity award on date of grant is determined under the provisions of ASC Topic 718. All of the equity awards granted in Fiscal 2013 were in the form of RSUs and were valued at the closing price of our common stock on the date of grant or \$52.03 on March 13, 2012. Mr. Bowman's represents a new-hire and was valued at the closing price of our common stock on the date of grant or \$62.24 on July 29, 2012.

Outstanding Equity Awards at Fiscal Year-End Table

The following table presents information on each outstanding equity award held by our NEOs at the end of our fiscal year ended February 2, 2013, including the number of securities underlying both exercisable and unexercisable portions of each stock option as well as the exercise price and expiration date of each outstanding option:

Outstanding Equity Awards at Fiscal Year-End  
For the Fiscal Year Ended February 2, 2013

NEO	Option Awards				Stock Awards			
	Number of Securities Underlying Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Units or Stock That Have Not Vested (#)	Market Value of Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Units That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Units That Have Not Vested (\$)
Mr. Rosenthal	27,001	--	23.45	5/31/2015 (1)				
	11,400	--	30.98	2/22/2014 (2)	(3) 7,450	396,489	--	--
					(4) 13,100	697,182	--	--
					(5) 31,600	1,681,752	--	--
					(6) 9,600	510,912	6,400	340,608
					(7) 2,425	129,059	4,850	258,117
					(8) 1,526	81,214	--	--
Mr. Bowman	--	--	--	--	(3) 7,250	385,845	--	--
Mr. Smith					(5) 11,500	612,030	--	--
					(6) --	--	4,000	212,880
					(3) 15,000	798,300	--	--
Mr. Newsome	--	11,700	18.00	3/17/2017 (9)	(4) 15,000	798,300	--	--
					(5) 49,600	2,639,712	--	--
					(6) 12,600	670,572	8,400	447,048
					(7) 2,850	151,677	5,700	303,354
					(10) 5,302	282,172	--	--
					(5) 21,000	1,117,620	--	--
					(6) 5,775	307,346	3,850	204,897
Ms. Jones					(7) 1,475	78,500	2,950	156,999
					(3) 6,800	361,896	--	--
					(4) 9,700	516,234	--	--
Ms. Pryor					(5) 21,800	1,160,196	--	--
					(6) 5,775	307,346	3,850	204,897

(7) 1,350 71,847 2,700 143,694

Note: If options are subject to performance conditions they are reported in a column labeled "Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)." None of our options are subject to performance conditions and therefore this column has been omitted for presentation purposes.

Options awarded May 31, 2005 under the Amended 1996 Stock Option Plan vesting over five years in equal (1) installments beginning on the first anniversary of the date of grant and expiring on the tenth anniversary of the date of grant (May 31, 2015); Total stock options awarded to Mr. Rosenthal was 27,001.

Options awarded February 22, 2006 under the EIP vesting over four years in equal installments beginning on the (2) first anniversary of the date of grant and expiring on the eighth anniversary of the date of grant (February 22, 2014); Total stock options awarded to Mr. Rosenthal was 11,400.

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Restricted stock units awarded March 18, 2008 under the EIP subject to performance criteria based on a Company  
(3) Sales goal for Fiscal 2009 and subject to a five year vesting condition. The award will vest on the fifth anniversary of the date of grant or March 18, 2013. Values are shown at the closing price of \$53.22 as of February 2, 2013.

Restricted stock units awarded March 17, 2009 under the EIP subject to performance criteria based on a  
(4) Company Sales goal for Fiscal 2010 subject to a five year vesting condition. The performance criteria was achieved in Fiscal 2010 for the Sales goal which will vest on the fifth anniversary of the date of grant or March 17, 2014. Values are shown at the closing price of \$53.22 as of February 2, 2013.

Restricted stock units awarded March 17, 2010 under the EIP subject to performance criteria based on a Company  
(5) ROIC goal for Fiscal 2011 subject to a five year vesting condition and a cumulative Company EBIT goal for Fiscal 2011 through Fiscal 2013 subject to a three year vesting condition. The performance criteria was achieved in Fiscal 2011 for the ROIC goal and represents an achievement of 200% of the award granted for all executives and which will vest on the fifth anniversary of the date of grant or March 17, 2015. The performance criteria was achieved in Fiscal 2013 for the cumulative EBIT goal and represents an achievement of 200% of the award granted and vested on the third anniversary of the date of grant or March 17, 2013. Values are shown at the closing price of \$53.22 as of February 2, 2013.

Restricted stock units awarded March 16, 2011 under the EIP subject to performance criteria based on a Company  
(6) ROIC goal for Fiscal 2012 subject to a five year vesting condition and a cumulative Company EBIT goal for Fiscal 2012 through Fiscal 2014 subject to a three year vesting condition. The performance criteria was achieved in Fiscal 2012 for the ROIC goal and represents an achievement of 150% of the award granted for all executives and which will vest on the fifth anniversary of the date of grant or March 16, 2016. Values are shown at the closing price of \$53.22 as of February 2, 2013.

Restricted stock units awarded March 13, 2012 under the EIP subject to performance criteria based on a Company  
(7) ROIC goal for Fiscal 2013 subject to a five year vesting condition and a cumulative Company EBIT goal for Fiscal 2013 through Fiscal 2015 subject to a three year vesting condition. The performance criteria was achieved in Fiscal 2013 for the ROIC goal and represents an achievement of 50% of the award granted for all executives and which will vest on the fifth anniversary of the date of grant or March 13, 2017. Values are shown at the closing price of \$53.22 as of February 2, 2013.

Restricted stock units awarded on July 29, 2012 under the EIP which cliff vest on the fifth anniversary of the date  
(8) of grant or July 29, 2017. The award is not subject to any performance criteria. The total restricted stock units awarded to Mr. Bowman was 1,526. Value is shown at the closing price of \$53.22 as of February 2, 2013.

Options awarded March 17, 2009 under the EIP vesting over four years in equal installments beginning on the first  
(9) anniversary of the date of grant and expiring on the eighth anniversary of the date of grant or March 17, 2017. The total number of stock options awarded to Mr. Newsome was 46,800.

Restricted stock units awarded on November 1, 2009 under the EIP which cliff vest on the fifth anniversary of the  
(10) date of grant or November 1, 2014. The award is not subject to any performance criteria. The total restricted stock units awarded to Ms. Jones was 5,302. Value is shown at the closing price of \$53.22 as of February 2, 2013.

## Option Exercises and Stock Vested in Fiscal Year 2013

The following table reflects amounts realized by our NEOs on each option that was exercised and each stock award that vested during the year:

## Option Exercises and Stock Vested in Fiscal Year 2013

NEO	Option Awards (1)		Stock Awards (2)	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Mr. Rosenthal	--	\$--	16,900	\$ 888,433
Mr. Bowman	--	\$--	--	\$--
Mr. Smith	38,401	\$ 1,229,332	43,125	\$ 2,450,786
Mr. Newsome	16,675	\$ 578,780	15,000	\$ 788,550
Ms. Jones	--	\$--	--	\$--
Ms. Pryor	9,200	\$ 266,984	14,550	\$ 764,894

(1) All stock option trades were facilitated by a third-party broker and were reported on Form 4 with the SEC.

(2) The values shown for restricted stock were calculated by multiplying the number of shares vested by the price of our stock at the end of the business day vested. These numbers have not been reduced to reflect shares that were withheld to pay taxes and were not issued to the NEO. All released shares were reported on Form 4 with the SEC.

## Trading in Hibbett Sports Inc. Stock Derivatives

It is our policy that our NEOs and Directors may not purchase or sell options on our stock, nor engage in short sales with respect to our common stock. Also, trading by executives and Directors in puts, calls, straddles, equity swaps or other derivative securities that are directly linked to our stock is strictly prohibited.

## Pension Benefits Table

The Pensions Benefits Table is intended to disclose the actuarial present value of each NEO's accumulated benefit under each pension plan, assuming benefits are paid at normal retirement age based upon current levels of compensation. We do not currently offer a pension benefit plan or defined benefit-type plan arrangement to any of our employees, including our executive officers. Therefore, this table is not included.

## Nonqualified Deferred Compensation

The following table discloses the annual contributions made by our NEOs and Company under nonqualified defined contribution plans during the year:

## Nonqualified Deferred Compensation in Fiscal Year 2013 (1)

NEO	Executive Contributions	Registrant Contributions	Aggregate Earnings in	Aggregate Withdrawals/	Aggregate Balance at Last
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	in Last Fiscal Year (\$) (2)	in Last Fiscal Year (\$) (3)	Last Fiscal Year (\$)	Distributions (\$)	Fiscal Year End (\$)
Mr. Rosenthal	\$ 42,961	\$ --	\$ 20,742	\$ --	\$ 204,563
Mr. Bowman	\$ --	\$ --	\$ --	\$ --	\$ --
Mr. Smith	\$ --	\$ --	\$ 17,758	\$ --	\$ 132,397
Mr. Newsome	\$ 90,000	\$ --	\$ 18,416	\$ --	\$ 393,385
Ms. Jones	\$ 56,068	\$ --	\$ 9,931	\$ --	\$ 189,873
Ms. Pryor	\$ 18,020	\$ --	\$ 1	\$ --	\$ 41,460

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Amounts set forth in this table reflect amounts deferred and contributed under the Hibbett Sports, Inc. (1) Supplemental 401(k) Plan (Supplemental Plan) and the Hibbett Sports, Inc. Executive Voluntary Deferral Plan (Voluntary Plan).

Our Board of Directors adopted the Supplemental Plan for the purpose of supplementing the employer matching contribution and salary deferral opportunity available to highly compensated employees whose ability to receive Company matching contributions and defer salary under our existing 401(k) Plan has been limited because of certain restrictions applicable to qualified plans. The nonqualified deferred compensation Supplemental Plan allows participants to defer up to 40% of their compensation.

Our Board of Directors adopted the Voluntary Plan to provide key executives of the Company an opportunity to defer, on a pre-tax basis, up to 50% of their base salary and up to 100% of any bonus earned. There are no Company matching contribution provisions within the Voluntary Plan.

Both the Supplemental Plan and the Voluntary Plan are administered on a calendar year basis. Contributions are held in trust and are invested based on the individual's investment directive for both plans.

(2) All our NEOs participated in the Supplemental Plan in Calendar 2012, with the exceptions of Mr. Bowman and Mr. Smith. Only Ms. Jones participated in the Voluntary Plan in Calendar 2012.

(3) The Board elected to match employee contributions in the Supplemental Plan, combined with the regular 401(k) Plan, for a total of \$0.75 for each dollar of compensation deferred, subject to a maximum of 6.0% of compensation for Fiscal 2013. This match is credited annually to the participating employee. All participating NEO's in Calendar 2012 qualified for the Company match in Fiscal 2013. The match for Fiscal 2013 was not deposited until after our fiscal year end; therefore, no amounts are reflected in the table above. The amounts deposited to the participant's non-qualified deferred compensation accounts in March 2013 were:

Mr. Rosenthal	\$ 3,263
Mr. Newsome	\$ 3,263
Ms. Jones	\$ 6,754
Ms. Pryor	\$ 7,388

#### Future Planning

For Fiscal 2014, the Compensation Committee established target bonuses and performance goals for its NEOs, consistent with past practices.

#### Fiscal 2014 Annual Cash Bonus

Consistent with bonus structure of Fiscal 2013, the Company performance goal for Fiscal 2014 is based on EBIT. The Compensation Committee believes that it was in the Company's best interest to base all the NEOs' bonuses on Company performance. The bonus, based on the percentage EBIT achieved in Fiscal 2014 can range from a payout of 0.0% to 150.0% of the target award. The Compensation Committee increased the bonus ladder for Fiscal 2014 from a maximum payout of 125.0% of the target to 150.0% of the target.

Individual goals for each NEO are used to evaluate executives annually and are considered within the setting of base salary for each. The performance appraisals for our Senior Vice Presidents are conducted by our CEO and the performance appraisals for our CEO and Executive Chairman are performed by the Nominating and Corporate Governance Committee. All the performance appraisals are reviewed by the Compensation Committee and considered when determining each NEO's compensation package. All incentive bonuses were established under the



Bonus Plan.

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## Fiscal 2014 Equity Awards

For Fiscal 2014, the Compensation Committee awarded performance-based restricted stock units that cliff vest in three and five years to all our NEOs. Each NEO received a total award based on 60.0% to 110.0% of their base salary. All RSU awards were based on 80% of the 30-day trailing average of our stock price as of March 19, 2013. The Company exercises negative discretion on all performance-based compensation.

Consistent with Fiscal 2013, the Compensation Committee approved a tiered structure for the award of restricted stock units for Fiscal 2014. The awards are separated into two stand-alone grants, each based on a specific performance target. Half of the award is subject to a ROIC goal for Fiscal 2014 and, if achieved, will cliff vest in five years. The remaining half is subject to the achievement of a cumulative EBIT goal for Fiscal 2014 through Fiscal 2016. If achieved, the awards will cliff vest in three years. The achievement or failure to achieve any of the goals does not affect the ability to achieve the other goal. For both awards, the percentage of units that vest depends on the percentage of each goal achieved at the end of the performance period and can range from 0.0% to 200.0% of the target award.

The Compensation Committee implemented this tiered structure so that some portion of executive awards has the potential to vest each year. The Compensation Committee intends to keep awarding performance-based restricted stock units that will continue the tier by one year.

For Fiscal 2014, the Compensation Committee revised the calculation to be used to determine ROIC. The ROIC calculation will remain the same, with the following changes in definition of its elements:

Formula = (EBIT + Rent) x (1-Tax Rate) / (Shareholder's Equity + Debt + Leases)		
<u>Element</u>	<u>Old Definition</u>	<u>Revised Definition</u>
EBIT	Earnings before interest and income tax expense but after all other expenses	No Change
Rent	Our consolidated rent expense on buildings	No Change
1-Tax Rate	Our annual effective tax rate	No Change
Shareholder's Equity	Our total Stockholder's Equity, excluding stock repurchases for the applicable fiscal year	The average of our beginning Stockholder's Equity balance and our ending Stockholder's Equity balance, excluding stock repurchases for the applicable fiscal year
Debt	Our consolidated short-term, long-term or bank debt, but does not include capital leases	No Change
Leases	Operating and capital leases (including imputed interest) as disclosed in our Annual Report on Form 10-K in the contractual obligations table	Our consolidated rent expense on buildings times a multiple of four (4)

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

## Security Ownership of Certain Beneficial Owners

The following table sets forth certain information concerning the beneficial ownership of the Company's common stock as of as of April 1, 2013, by each person (or group with the meaning of Section 13(d)(3) of the Exchange Act) known by the Company to own beneficially more than five percent of the Company's common stock.

Name and Address of 5% Beneficial Owners	Amount and Nature of Beneficial Ownership (1)	Percent of Class (2)
Neuberger Berman Group LLC (3) 605 Third Avenue New York, New York 10158	2,487,269	9.6%
T. Rowe Price Associates, Inc. (4) 100 E. Pratt Street Baltimore, Maryland 21202	2,474,705	9.5%
BlackRock, Inc. (5) 40 East 52 <sup>nd</sup> Street New York, New York 10022	1,936,857	7.5%
Wasatch Advisors, Inc. (6) 150 Social Hall Avenue Salt Lake City, Utah 84111	1,774,857	6.8%
The Vanguard Group, Inc. (7) 100 Vanguard Blvd. Malvern, PA 19355	1,623,249	6.3%
Janus Capital Management LLC (8) 151 Detroit Street Denver, CO 80206	1,351,040	5.2%

(1) As used in this table "beneficial ownership" means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is deemed as of any date to have "beneficial ownership" of any security that such person has a right to acquire within 60 days. Any such security is deemed to be outstanding for purposes of calculating the ownership percentage of such person, but is not deemed to be outstanding for purposes of calculating the ownership percentage of any other person. All beneficial owners listed above based on Schedule 13G or 13G/A filed as of December 31, 2012.

(2) Percent of class is based on shares of Hibbett Sports, Inc. common stock outstanding of 25,989,800 shares at April 1, 2013.

(3) Shares over which Neuberger Berman Group LLC, registered investment advisor, has discretionary authority to buy, sell and vote, as reported in its Schedule 13G/A filed with the SEC on February 14, 2013.

(4) Shares over which T. Rowe Price Associates, Inc., registered investment advisor, has discretionary authority to buy, sell and vote, as reported in its Schedule 13G/A filed with the SEC on February 13, 2013.

(5) Shares over which BlackRock, Inc., registered investment advisor, has discretionary authority to buy, sell and vote, as reported in its 13G/A filed with the SEC on February 8, 2013.

(6) Shares over which Wasatch Advisors, Inc., registered investment advisor, has discretionary authority to buy, sell and vote, as reported in its Schedule 13G/A filed with the SEC on February 14, 2013.

(7)

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Shares over which The Vanguard Group, Inc., registered investment advisor, has discretionary authority to buy, sell and vote, as reported in its 13G/A filed with the SEC on February 11, 2013.

- (8) Shares over which Janus Capital Management LLC, registered investment advisor, has discretionary authority to buy, sell and vote, as reported in its 13G filed with the SEC on February 14, 2013.

## Security Ownership of Directors and Executive Officers

The following table sets forth certain information concerning the beneficial ownership of our common stock as of April 1, 2013, by our Directors, Principal Executive Officer, Principal Financial Officer and our NEOs.

Beneficial Owner	Number of Shares or Units			Total Percent of Class
	Common Stock	Stock Equivalent Units	Options Exercisable Within 60 Days	
Jane F. Aggers	--	3,678	27,322	*
Scott J. Bowman	--	--	--	*
Anthony F. Crudele	250	3,463	--	*
Terrance G. Finley	--	--	20,605	*
Albert C. Johnson	2,462	1,388	25,451	*
Rebecca A. Jones	915	--	--	*
Carl Kirkland	--	--	25,605	*
Michael J. Newsome	25,629	55,250	--	*
Ralph T. Parks	1,850	--	30,000	*
Cathy E. Pryor	446	--	--	*
Jeffry O. Rosenthal	39,992	--	38,401	*
Thomas A. Saunders III	67,500	--	94,420	*
Gary A. Smith	69,239	--	--	*
Alton E. Yother	--	1,850	45,829	*
All Directors and Executive Officers as a Group (14 Persons)	208,283	65,629	307,633	2.2%

\* Less than one percent (1.0%)

As used in this table, "beneficial ownership" means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. Total percent of class is based on shares of Hibbett Sports, Inc. common stock outstanding of \$25,989,800 shares at April 1, 2013. A person is deemed as of any date to have "beneficial ownership" of any security that such person has a right to acquire within 60 days. All of Mr. Newsome's and Mr. Smith's awards that are not contingent upon the achievement of future performance criteria are included in this table because there is no risk of forfeiture due to Mr. Newsome's age and years of service with the Company and Mr. Smith's retirement as defined within our grant agreements. Any such award is deemed to be outstanding for purposes of calculating the ownership percentage of Mr. Newsome and Mr. Smith.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE, RELATED PERSON TRANSACTIONS AND LEGAL PROCEEDINGS

##### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our Directors and certain of our officers to file reports of stock ownership and changes in ownership (Forms 3, 4 and 5) in Hibbett Sports, Inc. shares with the SEC. Based solely upon a review of copies of Forms 3, 4 and 5 for the fiscal year ended February 2, 2013, we believe that all our executive officers, Directors and other Section 16 officers complied with all filing requirements on a timely basis.

##### Related Person Transactions

We have written procedures in place to identify material related party transactions, including a quarterly survey of senior management and other key employees. Potential related party transactions and relationships are evaluated

quantitatively and qualitatively. Quarterly, as part of our Sarbanes-Oxley compliance, we consider all potential related party transactions and potential conflicts of interest. Information is gathered and maintained by our Vice President and Chief Accounting Officer and is communicated quarterly to the Audit Committee. Annually, a detailed Director and Officer's (D&O) Questionnaire, is prepared and distributed to all standing Directors and NEOs. The D&O Questionnaire is certified by the Director or NEO and reviewed by the Company's Counsel.

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As prescribed in their Board-approved charter, the Audit Committee is responsible for reviewing and approving all related party transactions that are required to be disclosed under Item 404 of Regulation S-K. In addition, the Audit Committee and Board review related party transactions to ensure that prescribed levels of materiality are not violated and independent judgment is not adversely affected.

The Company leases one store under a lease arrangement with AL Florence Realty Holdings 2010, LLC, a wholly-owned subsidiary of Books-A-Million, Inc., (BAMM). One of our Directors, Terrance G. Finley is an executive officer and stockholder of BAMM and another Director, Albert C. Johnson, is a Director and stockholder of BAMM. Minimum annual lease payments are \$0.1 million, if not in co-tenancy and the lease termination date is June 2013. In Fiscal 2013 and Fiscal 2012, there were no minimum annual lease payments. In Fiscal 2011, minimum annual lease payments were \$0.2 million. Minimum annual lease payments remaining under this lease at February 2, 2013 were \$0.4 million. We believe that the terms of this lease are comparable to, or more favorable than the terms that would have been obtained in an arms-length transaction with an unaffiliated party. The lease was filed as Exhibit 10.1 on our Annual Report on Form 10-K filed with the SEC on March 26, 2012.

Until his retirement in April 2008, Alton E. Yother was the Senior Executive Vice President and Chief Financial Officer of Regions Financial Corporation which participates in one of our credit facilities. We did not have any debt outstanding on our credit facility with Regions Bank in Fiscal 2013 and Fiscal 2012. As of the February 2, 2013 and January 28, 2012, we had no debt outstanding on our credit facility with Regions Bank.

The Board of Directors has determined that none of the relationships described above prejudices the independence of these Directors and does not violate the definition of independence of other listing standards of the NASDAQ Stock Market. The Company did not have any loans or other extensions of credit outstanding to any of its Directors or executive officers during Fiscal 2013.

#### Legal Proceedings

As of the date of this filing, we are not aware of any pending legal proceedings in which any of our executive officers or members of our Board of Directors may have a material interest adverse to the Company.

#### AUDIT MATTERS

The Audit Committee of the Company's Board of Directors is comprised of independent Directors as required by the listing standards of the NASDAQ Stock Market. The Audit Committee operates pursuant to a written Charter adopted by the Board of Directors and is available at [www.hibbett.com](http://www.hibbett.com) under "Investor Relations."

#### Fees Paid to KPMG LLP

The table below presents the aggregate fees billed by KPMG for professional services rendered in connection with the integrated audit of our annual consolidated financial statements set forth in our Annual Report on Form 10-K for the fiscal years ended February 2, 2013 and January 28, 2012, and the review of our quarterly condensed consolidated financial statements set forth in our Quarterly Reports on Form 10-Q for each of our quarters during the two fiscal years then ended, as well as fees paid to our independent registered public accounting firm for audit-related work:

	Fiscal Year	
	2013	2012
Audit fees	\$398,000	\$380,000
Audit-related fees	33,000	33,000
Tax fees	--	--
All other fees	--	1,650

Total fees paid to KPMG LLP \$431,000 \$414,650

Audit Fees. Audit fees represent fees for professional services provided in connection with the audit of our consolidated financial statements, including audit of the internal control over financial reporting, the review of our quarterly condensed consolidated financial statements and audit services provided in connection with other statutory or regulatory filings.

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**Audit-Related Fees.** Audit-related fees represent fees for assurance and related services that are traditionally performed by the independent registered public accounting firm, including fees related to employee benefit plan audits.

**Tax Fees.** Tax fees typically include fees in the areas of tax compliance, tax planning and tax consultation. We do not generally request such services from our independent registered public accounting firm.

**Other Fees.** All other fees include those services not captured in the audit, audit-related or tax categories, including an annual license fee for an on-line accounting research tool in Fiscal 2012.

#### Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee is responsible for approving services and fees and overseeing the work of the independent registered public accounting firm (Auditors). The Audit Committee has established pre-approval policies and procedures for all audit and permissible non-audit services provided by the Auditors.

Prior to engagement of the Auditors for the next year's audit, management submits a list of services and related fees expected to be rendered during that year to the Audit Committee for approval. The Audit Committee pre-approves these services, and the fees are budgeted. During the year, circumstances may arise when it may become necessary to engage the Auditors for additional services not contemplated in the original pre-approved budget. In those instances, the Audit Committee requires specific pre-approval before engaging the Auditors. The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

The Audit Committee has determined that the services rendered by our Auditors during our most recent fiscal year are compatible with maintaining their independence. Our Auditors did not perform any services that were not related to audit functions.

#### AUDIT COMMITTEE REPORT

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls.

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited consolidated financial statements, management's assessment of the effectiveness of the Company's internal control over financial reporting and the independent registered public accounting firm's evaluation of the Company's system of internal control over financial reporting included in the Annual Report on Form 10-K with management and with the independent registered public accounting firm. The independent registered public accounting firm is responsible for expressing an opinion on the conformity of those audited consolidated financial statements with U.S. generally accepted accounting principles, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the consolidated financial statements. The Audit Committee discussed with KPMG LLP the matters required to be discussed by the Statement of Auditing Standards No. 61.

In addition, the Audit Committee has discussed with the independent registered public accounting firm their independence from management and our Company. The Audit Committee has received all written disclosures and letters from KPMG LLP required by applicable requirements of the Public Company Accounting Oversight Board and

discussed with KPMG LLP their independence. The Audit Committee also considered the compatibility of non-audit services with the independent registered public accounting firm's independence.

The Audit Committee met with the independent registered public accounting firm, with and without management present, to discuss the results of its examinations, its evaluations of our internal controls and the overall quality of our financial reporting.

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In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board approved, that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2013 for filing with the Securities and Exchange Commission.

Submitted by the members of the Audit Committee of the Company's Board of Directors:

Albert C. Johnson, Chairman; Jane F. Aggers; Anthony F. Crudele;  
Terrance G. Finley; Ralph T. Parks; Alton E. Yother

The Audit Committee report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates the Audit Committee Report by reference therein.

PROPOSAL NUMBER 1

ELECTION OF DIRECTORS

At the 2013 Annual Meeting of Stockholders, the term of our Class II Directors is expiring. The Directors are Carl Kirkland, Michael J. Newsome and Thomas A. Saunders III. The Board of Directors proposes the election of Messrs. Kirkland, Newsome and Saunders at the 2013 Annual Meeting of Stockholders. If so elected, these Class II Directors will hold office for a three-year term expiring at the Annual Meeting of Stockholders to be held in 2016 and until their successor is elected and qualified. Proxies may not be voted for a greater number of persons than the nominees named herein.

All other Directors will continue in office following this Annual Meeting and their terms will expire in 2014 (Class III) and 2015 (Class I). The Board appoints executive officers.

Messrs. Kirkland, Newsome and Saunders have indicated their willingness to serve as Directors. If they become unable to stand for election, the persons named in the proxy will vote for any substitute nominees proposed by the Board of Directors.

Vote Required

A Director will be elected, so long as a quorum is present, if he receives the affirmative vote of a majority of the shares of our common stock present, in person or by proxy, at the Annual Meeting and entitled to vote. If you do not instruct your broker how to vote on this proposal, your broker will deliver a non-vote on this proposal. Broker non-votes and abstentions could prevent the total votes cast on the proposal from representing a majority, but will not otherwise have an effect on the vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT  
YOU VOTE "FOR" THE NOMINEES FOR DIRECTOR.

PROPOSAL NUMBER 2

RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We seek stockholder input into the selection of the independent registered public accounting firm (Independent Auditors). The firm of KPMG LLP (KPMG) has been selected by the Audit Committee to be our Independent Auditors for Fiscal 2014. Further information about the services provided by and fees paid to KPMG appears on page 56.

Although we are not required to seek stockholder approval of this selection, the Board has determined it to be sound corporate governance practice to submit the selection of the Independent Auditor to a non-binding vote of our stockholders. The results of such vote could provide the Audit Committee with useful information about stockholder views on the Audit Committee's choice of the Independent Auditors. If our stockholders disapprove of the selection of KPMG, the Audit Committee will investigate the possible basis for the negative vote and will reconsider the selection of KPMG for the fiscal year ending January 31, 2015, since it would be impracticable to replace our independent auditors so late in our current fiscal year.

Accordingly, we present the following advisory proposal for stockholder approval:

"Resolved, that the stockholders ratify the selection of KPMG as the Company's Independent Auditors for Fiscal 2014."

Representatives of KPMG are expected to be present at the Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement if they so desire. The Audit Committee selected KPMG as our Independent Auditors for Fiscal 2014 at their March 14, 2013 meeting.

Vote Required

The proposed resolution will be deemed approved at the meeting, so long as a quorum is present, if it receives the affirmative vote of a majority of the shares of our common stock present, in person or by proxy, at the Annual Meeting and entitled to vote. Abstentions shall have the effect of a vote against the proposal. A broker or other nominee may generally vote on routine matters and, therefore, no broker non-votes are expected to exist in connection with this proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

PROPOSAL NUMBER 3

APPROVAL OF EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act and Section 14A of the Exchange Act of 1934 requires that we provide our stockholders with the opportunity to vote to approve, on a non-binding advisory basis, the compensation of our Named Executive Officers as disclosed in this Proxy Statement in accordance with the compensation disclosure rules of the SEC. The Company asks that you cast an advisory vote FOR the compensation of the Company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K on pages 38 to 52.

The Board of Directors is asking you to cast a non-binding advisory vote on the following resolution:

"RESOLVED, that the stockholders of Hibbett Sports, Inc. (Company) approve the compensation of the Company's executive officers named in the Summary Compensation Table, as disclosed in the Proxy Statement for the 2013 Annual Meeting of the Company's stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure includes the Compensation Discussion and Analysis, the executive compensation tables and the related footnotes and narrative accompanying the tables)."

The Compensation Discussion and Analysis, beginning on page 26, describes the Company's executive compensation programs and the compensation decisions made by the Compensation Committee and the Board of Directors in Fiscal 2013 with respect to the Chief Executive Officer and the other officers named in the Summary Compensation Table on page 38(referred to as the "Named Executive Officers"). As described in detail in the Compensation Discussion and Analysis and highlighted in the section captioned "Executive Summary," the key principle underlying the Compensation Committee's compensation philosophy is pay for performance. Excluding the compensation package to Mr. Bowman, our CFO hired in July 2012, 55%-68% of total compensation awarded to the Company's Named Executive Officers was performance-based, with incentive award payouts varying based on the Company's business performance for both the cash bonus potential and equity award potential in Fiscal 2013. We believe basing incentive payments on Company performance goals that are both short-term and long-term, promotes strong and consistent performance year after year.

For this reason, the Board is asking you to support this proposal. Because your vote is advisory, it will not be binding on the Board. However, the Board and the Compensation Committee will review the voting results in their entirety and take them into consideration when making future decisions regarding executive compensation.

Approval

So long as a quorum is present, the affirmative vote of a majority of the shares of our common stock present, in person or by proxy, at the Annual Meeting and entitled to vote is required to approve this non-binding proposal. Abstentions shall have the effect of a vote against the proposal. In contrast, broker non-votes are not counted as present and entitled to vote on the proposal for purposes of determining if the proposal receives an affirmative vote of a majority of the shares present and entitled to vote.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THIS PROXY STATEMENT.

## OTHER BUSINESS

Our Board of Directors knows of no other matters to be brought before the meeting other than as described in this Proxy Statement. However, if any other proper matters are brought before the meeting, the persons named in the enclosed proxy, or in the event no person is named, Jeffrey O. Rosenthal and Scott J. Bowman, will vote in accordance with their best judgment on such matters.

### Submission of Stockholder Proposals for the 2014 Annual Meeting of Stockholders

How can stockholders submit a proposal for inclusion in our Proxy Statement for the 2014 Annual Meeting of Stockholders?

To be included in our Proxy Statement for the 2014 Annual Meeting, stockholder proposals must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and be received at our principal offices no later than December 26, 2013.

How can stockholders submit proposals to be raised at the 2014 Annual Meeting that will not be included in our Proxy Statement for the 2014 Annual Meeting?

To be raised at the 2014 Annual Meeting, stockholder proposals must comply with our bylaws. Our bylaws provide that written notice of a stockholder proposal (other than a nomination proposal) must be received not less than 120 days, nor more than 150 days before the first anniversary of the date of the Company's Proxy Statement in connection with the prior Annual Meeting of Stockholders. Since this Proxy Statement is being mailed to you on or about April 25, 2013, stockholder proposals must be received at our principal executive offices between November 26, 2013 and December 26, 2013 in order to be raised at our 2014 Annual Meeting (assuming the date of such meeting does not change by more than 30 days from the anniversary date of this year's Annual Meeting).

What if the date of the 2014 Annual Meeting is advanced or delayed by a certain period of time after the anniversary of this year's Annual Meeting?

Under Rule 14a-8 of the Securities Exchange Act of 1934, as amended, if the date of the 2014 Annual Meeting changes by more than 30 days from the anniversary date of this year's Annual Meeting, to be included in next year's Proxy Statement, stockholder proposals must be received by us within a reasonable time before our solicitation is made.

However, under our bylaws, if the date of the 2014 Annual Meeting has changed by more than 30 days prior to the anniversary date of this year's Annual Meeting, stockholder proposals to be brought before the 2014 Annual Meeting must be delivered not less than 90 days before the date of the 2014 Annual Meeting.

Does a stockholder proposal require specific information?

In accordance with our bylaws, each written notice related to stockholder proposals must contain a complete list of all matters intended to be brought before the meeting. In addition, a brief description of any proposal, and the complete text of any resolutions to be presented, including the reasons for making a proposal must be contained in the notice. Certain informational requirements regarding proposing stockholders and any beneficial owner on whose behalf a stockholder proposal is made must also be included. Please refer to our bylaws for a more detailed description regarding these procedures, which were filed as Exhibit 3.2 to our Current Report on Form 8-K on June 3, 2010.

Can stockholders make nominations for the election of directors?

Nominations for the election of directors may be made by any stockholder entitled to vote in the election of directors generally, provided that the notice requirements contained in our bylaws are met. For the 2014 Annual Meeting, written notice regarding such nominations must be made at least 120 days in advance of such meeting. Certain informational requirements regarding nominating stockholders and any beneficial owner on whose behalf a nomination is made will apply. Stockholder nominee information must be provided, including, but not limited to, that which would be required by the federal securities laws in connection with the solicitation of proxies and any related party transactions or arrangements occurring within the past three years that each nominee has had or has with the nominating stockholder or any beneficial owner on whose behalf the nomination is made. Please refer to our bylaws for a more detailed list of the requirements related to the submission of stockholder nominations, which were filed as Exhibit 3.2 to our Current Report on Form 8-K on June 3, 2010.

What happens if we receive a stockholder proposal that is not in compliance with the time frames described above?

If we receive notice of a matter to come before the 2014 Annual Meeting that is not in accordance with the deadlines described above, we will use our discretion in determining whether or not to bring such matter before the 2014 Annual Meeting. If such matter is brought before that meeting, then our proxy card for such meeting will confer upon the Company's proxy holder's discretionary authority to vote on such matter.

Where should stockholder proposals be sent?

Stockholder proposals (including those related to nominations) should be sent to our executive offices by the appropriate deadlines set forth above at 451 Industrial Lane, Birmingham, Alabama 35211.

Annual Report and 10-K Report

This Proxy Statement is being mailed together with our Annual Report on Form 10-K to stockholders for the fiscal year ended February 2, 2013, as filed with the Securities and Exchange Commission. The exhibits to the Form 10-K will be furnished upon request and payment of the cost of reproduction. Such written request should be directed to Investor Relations, 451 Industrial Lane, Birmingham, Alabama 35211. Our SEC filings are also available on our website at [www.hibbett.com](http://www.hibbett.com) under the heading "Investor Relations."

By Order of the Board of Directors

/s/ Elaine V. Rodgers  
Elaine V. Rodgers  
Secretary



## APPENDIX A.

### Audit Committee Charter

#### I. Purpose of the Audit Committee

The principal purpose of the Hibbett Sports, Inc. (the "Company") Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities, including its oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements and the qualification, independence and performance of the Company's independent auditor. In connection therewith, the Committee will make regular and timely reports to the Board of the results of its review process as outlined below. The Committee shall foster an environment which encourages open lines of communication and effective working relationships with the Board, management, and independent auditors. Continuous improvement in the Committee's work and the accounting processes of the Company is expected and encouraged, including periodic reviews of this Charter which will be updated as necessary.

#### II. Composition of the Audit Committee

The Committee will be comprised of, three or more independent Directors appointed by the Board. Directors may be considered to be independent if they have not participated in the preparation of the Company's financial statements for at least three years and if they meet the independence requirements of the NASDAQ Stock Market, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission, among other requirements, as determined by the Board. The chairman of the Committee (the "Chairman") will be appointed by the Board. All members of the Committee shall have a working familiarity with basic finance and accounting practices including the ability to read and understand financial statements. At least one member of the Committee shall meet the definition of "audit committee financial expert" under the Commission's rules and regulations, and at least one shall meet the NASDAQ requirements for financial sophistication. Each member should be able to adequately perform the Committee's duties and responsibilities as outlined below and be knowledgeable of the Company's business and its financial and other related risks. Committee members may request additional training from management or other sources as desired in order to clarify financial or accounting items. Committee members may participate in Committee meetings in person or via telephone.

#### III. Number and Nature of Meetings

The Committee will strive to effectively use valuable meeting time through solid planning by the Chairman, the advance distribution of a highly focused agenda and relevant supplemental materials, if any, that relate to items contained therein.

The Committee will meet at least four times annually or more frequently as circumstances dictate. There will be one meeting to review the proposed audit scope and approach by external auditors. At this meeting the Committee will also meet privately with management for open discussion. At another scheduled meeting, the Committee will review the results of the annual audit, including all required communications. At this meeting, the Committee will meet privately with the independent auditors.

Quarterly, the Committee will review with financial management earnings prior to release and the Form 10-Q prior to filing and annually review the Form 10-K, in accordance with sections VI and VII below. Other special meetings with the Board, management, or independent auditors will be called as necessary and are encouraged to address any concerns or issues that may arise.

#### IV. Authority

The Committee shall have the sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for the compensation and the oversight of the work of the independent auditor (including the resolution of disagreements between management and the independent auditor regarding financial reporting) in preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee and for ordinary administrative expenses of the Committee.

#### V. Duties and Responsibilities

To fulfill its responsibilities and duties, the Committee shall perform the following:

##### 1. Review and assessment of the Internal Control Structure

- a. Evaluate management's tone and responsiveness toward internal controls;
- b. Review the number, nature, and proper implementation by management of internal control recommendations from independent auditors;
- c. Inquire as to the adequacy and effectiveness of information system controls and security;  
Continually assess the Committee's effectiveness and consider the appropriateness of any additional means through which the Committee's functions could be enhanced including additional documentation of Company controls, training for Committee members, etc.; and
- d. Specifically inquire of management and independent auditors about significant risks and exposures, review the Company's policies for risk assessment and risk management, and assess the steps management has taken to control such risk to the Company, and discuss the Company's policies and guidelines concerning risk assessment and risk management.

##### 2. Review and assessment of Financial Reporting

- a. Stay informed of significant accounting and reporting issues;
- b. Review with the independent auditors the integrity of the Company's financial reporting process;
- c. Review with the independent auditors and management new accounting pronouncements and their impact on the financial statements;
- d. Review the accounting treatment of unusual or complex transactions;
- e. Monitor key estimates in financial reporting and assess the degree of management's conservatism or aggressiveness;
- f. Review with management and the independent auditors the annual and interim financial statements and any SEC filings, in accordance with sections VI and VII below;
- g. Evaluate the number and nature of any proposed audit adjustments identified by independent auditors;
- h. Inquire of the independent auditors as to any major adjustments, disagreements, or difficulties encountered in performing the audit; and
- i. Review interim financial statements for consistency, unusual items, etc.

##### 3. Review and assessment of Compliance with Laws and Regulations

- a. Review the Company's compliance with loan covenants; and
- b. Inquire of management, and legal counsel as necessary, as to any legal or compliance matters, including corporate securities trading policies, that could have a significant impact on the Company's financial statements.

##### 4. Oversight of the Audit Process

- Be responsible for overseeing the Company's audit controls, including the appointment of and evaluation of the
- a. independent auditors;
  - b. Review the performance and independence of the outside auditors and recommend the annual appointment of the independent auditors to the Board;
  - c. Review the adequacy and the quality of the annual audit process;

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- d. Review, assess and pre-approve all fees of the Company's independent auditors, whether for audit, audit-related or other matters;
- e. Review the independent auditors' communications to management and its formal statement delineating its relationships with the Company for independence purposes;
- f. Maintain an open dialogue between the Committee and the independent auditor regarding all such relationships; and
- g. Create an environment whereby any audit function (such as the independent auditors, any internal auditors and financial management) has free and open access to the Committee.

5. Review and assessment of the Company's Code of Conduct

- a. Ensure that a written code of conduct exists, including appropriate procedures so that any concerns regarding possible non-compliance can be brought to the attention of the Committee or the Board, and that policies exist to protect those who raise such concerns; and
- b. Inquire about compliance with the code of conduct, including the number, nature, and resolution of incidents reported through the Company's anonymous response line; and
- c. Review and approve all related party transactions that are required to be disclosed under Item 404 of Regulation S-K.

6. Oversight of complaint procedures and receipt of submissions

- a. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, including the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

7. Evaluation of Committee Effectiveness

- a. Evaluating the effectiveness of the Committee, including the independence and competence of its members;
- b. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- c. Communicating Committee activities in compliance with applicable Securities and Exchange Commission and relevant stock exchange requirements.

VI. Financial Statements

Form 10-K. The Committee shall meet to review, in consultation with management and the independent auditor, the Company's annual financial statements, the independent auditor's report, Management's Report on Internal Control over Financial Reporting, and the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") to be contained in the annual report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of the Form 10-K) prior to the filing of the Form 10-K with the SEC. The Committee shall be responsible for providing the Board with a recommendation as to the inclusion of the Company's financial statements in the Form 10-K.

Form 10-Q. The Committee shall meet to review, in consultation with management and the independent auditor, the Company's interim financial statements (including disclosures under MD&A), prior to filing each of the Company's Quarterly Reports on Form 10-Q with the SEC.

Scope of Review.

In reviewing the Company's Forms 10-Q and 10-K, the Committee shall meet to review with management and the independent auditor:

the certifications required to be made by management in relation to the filings, including regarding any significant deficiencies or weaknesses in the design or operation of the Company's internal control over financial reporting and any fraud, whether or not material, involving management or other employees who have a significant role in the

Company's system of internal control;  
major issues regarding the presentation of, and the clarity of the disclosure in, the Company's financial statements;  
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major issues regarding the Company's accounting principles, including (i) significant changes in the Company's selection or application of its accounting principles, (ii) material questions of choice with respect to the appropriate accounting principles and practices used and to be used in the preparation of the Company's financial statements, including judgments about the quality, not just acceptability, of accounting principles, and (iii) the reasonableness of those significant judgments;  
significant regulatory and accounting initiatives, including material changes in, or adoptions of, accounting principles and disclosure practices and standards;  
the effect of off-balance sheet structures on the Company's financial statements;  
any material analyses prepared by management or the independent auditor regarding the foregoing matters; and  
any other matters required to be communicated to the Committee by the independent auditor under Generally Accepted Auditing Standards.

#### VII. Earnings Releases and Guidance

**Review of Releases.** The Committee (or Chairman) shall discuss with management and the independent auditor each of the Company's earnings releases prior to its issuance.

**Periodic Review.** In addition, the Committee shall periodically review and discuss with management and the independent auditor the type of presentation and information to be included in the Company's earnings press releases (including, but not limited to, the use of "pro forma" and "non-GAAP" financial information), and earnings guidance provided to analysts and rating agencies.

#### VIII. Finance Matters

**Review of Financial Structure.** The Committee shall assist the Board in its oversight of the Company's financial structure (including sources and uses of capital), financial condition (including matters such as liquidity, debt levels, financial capacity, credit ratings, and interest rate risk exposure), and capital strategy.

#### IX. Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

This charter was adopted by the Company's Board of Directors at their meeting on March 10, 2010.

END OF APPENDIX A.

HIBBETT SPORTS, INC.

**VOTE BY INTERNET – www.investorvote.com/HIBB**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m., Central Time, on May 29, 2013. Follow the steps outlined on the secured website.

**VOTE BY TELEPHONE – 1-800-652-VOTE (8683)**

Within the United States, Canada & Puerto Rico, you may vote any time on a touch tone telephone by calling the number above up until 11:59 p.m., Central Time, on May 29, 2013. There is NO CHARGE to you for the call. Follow the instructions provided by the recorded message.

**VOTE BY MAIL**

Mark, sign and date the proxy card or voting instruction card and return it in the prepaid envelope. If you are a stockholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by that proxy as recommended by the Board of Directors.

If you are a stockholder of record, and the prepaid envelope is missing, please mail your completed proxy card to Hibbett Sports, Inc., c/o Computershare Investor Services, P.O. Box 43102, Providence, Rhode Island 02940-5067.

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED BY INTERNET OR TELEPHONE,

FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENVELOPE PROVIDED AS SOON AS POSSIBLE

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 A Proposals --- The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2 and 3.

	For	Withhold	For	Withhold	For	Withhold
1. Election of Class II Directors:						
01 - Carl Kirkland			02 - Michael J. Newsome		03 - Thomas A. Saunders III	
2. Ratification of the selection of KPMG LLP as	For	Against	Abstain			
3. Say on Pay - Approval, by non-binding advisory				For	Against	Abstain



the Independent Registered Public  
Accounting  
Firm for Fiscal 2014.

vote of our executive compensation

**B Non-Voting Items**

Change of Address --- Please print your new address below.

**C Authorized Signatures** --- This section must be completed for your vote to be counted. --- Date and Sign Below

Date (mm/dd/yyyy) – Please print date below.      Signature 1 – Please keep signature within box      Signature 2 – Please keep signature within box  
/      /

**IMPORTANT:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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IF YOU HAVE NOT VOTED BY INTERNET OR TELEPHONE,  
FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENVELOPE  
PROVIDED AS SOON AS POSSIBLE

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Proxy – HIBBETT SPORTS, INC.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF  
STOCKHOLDERS TO BE HELD ON MAY 30, 2013.

The undersigned hereby constitutes and appoints Jeffry O. Rosenthal and Scott J. Bowman, or either of them, with full power of substitution in each, proxies to vote all shares of Common Stock of Hibbett Sports, Inc. which the undersigned may be entitled to vote at the Annual Meeting of Stockholders to be held at the principal executive

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offices of Hibbett Sports, Inc., 451 Industrial Lane, Birmingham, Alabama 35211, on Thursday, May 30, 2013, and at all adjournments thereof, as indicated herein:

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN AND AUTHORIZES THE PROXIES TO TAKE ACTION IN THEIR DISCRETION UPON OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING. YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES, SEE REVERSE SIDE, BUT YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATION. THE PROXIES CANNOT VOTE YOUR SHARES UNLESS YOU SIGN AND RETURN THIS CARD.

IF NO PREFERENCE IS INDICATED, THIS PROXY WILL BE VOTED "FOR" THE NOMINEES AND "FOR" PROPOSALS 2 AND 3.

(Continued, and to be signed, on Reverse Side.)